

WARREN TOBACCO ASSET SECURITIZATION CORPORATION

Kevin B. Geraghty, President
1340 State Route 9, Lake George, NY 12845

Warren Tabaco Asset Securitization Corporation

Annual Governance Committee Meeting: November 7th, 2025

Agenda

1. Call to Order & Approval of Agenda
 - a. Confirm quorum (2 out of 3)
 - b. Approve meeting agenda and agree to capture minutes go forward
 - c. Agree to capture Governance Committee Minutes separate from Annual Meeting Minutes go forward
2. Approval of July 8, 2024 Board Minutes, including Committee actions
3. Chair's Opening Remarks (Kevin Geraghty): Overview of Governance
4. Committee Member Reports (Mike Wild)
5. Committee Composition & Recruitment:
 - a. 2024:
 - i. Chair: Kevin Geraghty
 - ii. Members: Mike Wild & TBD (nominate Monica Stark, formerly Rob Lynch)
 - b. 2025:
 - i. Identify potential new members
 - ii. Nomination recommendation(s)
 - iii. Reappointments and term renewals
6. Board Orientation & Education
 - a. New member onboarding process
 - b. Continuing education/training opportunities
 - c. Review of annual board self-assessments
7. Board Performance & Evaluation
 - a. Assess overall board effectiveness
 - b. Review attendance, engagement, and committee participation
 - c. Discuss succession planning for officers and committee chairs

8. Policy & Governance Review

- a. Review key governance policies:
 - i. Roles & Responsibilities of Board Members per the NYS Public Authorities Law (PAL 2824)
 - ii. Code of Ethics & Financial Disclosure Policy
 - 1. Kevin Geraghty & Mike Wild: COMPLETED
 - iii. New Board Member Orientation
 - iv. Board Member Training
 - v. Board Member Self-Evaluation Policy
 - vi. Compensation, Reimbursement and Time & Attendance
 - vii. Whistleblower

9. Review of Committee Charter and any recommended updates

10. Action Items & Follow Up

- a. Assign tasks, responsible parties & due dates
- b. Set timelines for policy updates or board recruitment steps

11. OLD Business

- a. Board Member Roles & Responsibility Reference Materials
 - i. Public Authorities Law Role & Responsibilities of Board Members
 - ii. Authorities Budget Office Recommended Guidance
- b. The following historical documents are now posted on the W-TASC Website for review at your pleasure:
 - i. Mission Statement
 - ii. Organizational Structure
 - iii. By-Laws
 - iv. Certificate of Incorporation
 - v. Public Authorities Law
 - vi. AIG Director's & Officer's Insurance

12. Next Meeting Date & Adjournment

WARREN TOBACCO ASSET SECURITIZATION CORPORATION

ANNUAL BOARD MEETING MINUTES JULY 8, 2024

Members present:

Kevin B. Geraghty, President
James Brock
Christine Norton
Frank Thomas
Michael Wild

Others Present:

Amanda Allen, Clerk of the Board
Kara Lais, Attorney
Robert Lynch, Deputy Treasurer
Corey Sveinsson-Skobel, Auditor, Drescher & Malecki, CPA
David Strainer, Queensbury Supervisor At-Large

Members absent: None

Please note, the following contains a summarization of the meeting of the July 3, 2024 Personnel, Administration & Higher Education Committee; the meeting in its entirety can be viewed using the following links:

Warren County website - <https://warrencountyny.gov/WTASC>

Warren County's YouTube Channel - <https://www.youtube.com/watch?v=Tay0H-1r9qQ>

All members being present, President Geraghty called the meeting to order at 10:07 a.m.

Review of the Annual Board Meeting Agenda commenced, as follows:

1. Election of officers – motion was made by Mr. Brock, seconded by Mr. Wild and carried unanimously to elect the following slate of officers:
 - President/Chief Executive Officer – Kevin B. Geraghty
 - Vice President – Christine Norton
 - Treasurer/Chief Financial Officer – Robert Lynch
 - Secretary – Frank Thomas
2. Approval of 2023 Annual Meeting Minutes – motion was made by Mr. Wild, seconded by Mr. Thomas and carried unanimously to approve the minutes of the April 21, 2023 Annual Board Meeting, as provided.
3. Approval of Annual Budget –
 - a. 2024 W-TASC Annual Budget - Motion was made by Mr. Wild, seconded by Mr. Thomas and carried unanimously to approve the 2024 Warren Tobacco Asset Securitization Corporation (W-TASC) Annual Budget.
 - b. 2024 W-TASC Donation of Monies to Warren County.
 - c. Review of Resolution No. 556 of 2005.

Ms. Norton provided an overview of Warren County Resolution No. 199 of 2022, *Accepting and Expressing Appreciation to the Warren Tobacco Asset Securitization Corporation for the Donation of Monies*, which related to the \$30,000 donation W-TASC made to Warren County annually, as well as Warren County Resolution No. 556 of 2005, *Authorizing Securitization of Future Residual Payments Flowing from Fifty Percent (50%) of the Tobacco Revenues Securitized on August 8, 2001 and Authorizing County Officials to Take Action and Execute Documents*, advising that once written

WARREN TOBACCO SECURITIZATION CORPORATION – ANNUAL MEETING
JULY 8, 2024
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consent of the controlling trustees of W-TASC residual trust was signed by the 2024 elected officers, Warren County would receive \$361,000 representing 50% of the W-TASC 2023 residual revenue. Returning to Item 3b, Motion was made by Mr. Brock, seconded by Mr. Wild and carried unanimously to approve of the 2023 W-TASC donation of monies in the amount of \$30,000 to Warren County.

4. Results of 2023 Audited Financial Statements - Members reviewed results of 2023 Audit of Financial Statements provided in agenda packet independently; members were apprised by Corey Sveinsson-Skobel, *Certified Public Auditor for Drescher & Malecki*, that the results reflected a clean audit. Motion was made by Mr. Thomas, seconded by Mr. Wild and carried unanimously to accept the Independent Audited Financial Statements, as presented.
5. Results of 2023 Public Authority Reporting Information System (PARIS) Reporting –
 - a. Motion was made by Mr. Thomas, seconded by Mr. Wild and carried unanimously to approve the 2023 W-TASC PARIS reporting and direct Robert Lynch, as Treasurer and Chief Financial Officer, to certify and submit same as required by law. *Note: subsequent to the meeting it was determined that the PARIS report should be certified and submitted by Ms. Norton, as Warren County Treasurer, rather than by Mr. Lynch.*
 - b. Reports submitted – the following reports were included in the agenda packet for member review:
 - i. Independent Auditors Report on Compliance with NYS PAL;
 - ii. W-TASC Annual Report on Measurement
 - iii. W-TASC Assessment of Effectiveness of Internal Controls;
 - iv. W-TASC Annual Report on Operations and Accomplishments;
 - v. PARIS Annual Report;
 - vi. PARIS Financial Documents;
 - vii. PARIS Budget & Financial Plan;
 - viii. PARIS Investment Report; and
 - ix. PARIS Procurement Report.
 - c. Resolution of 2024 W-TASC Mission Statement – Motion was made by Mr. Brock, seconded by Mr. Thomas and carried unanimously to approve of the W-TASC Mission Statement, as presented in the form adopted on March 5, 2020, and retain same with no alterations.
 - d. Organizational Structure – Agenda packet included a copy of the W-TASC Organization Chart; Members were advised that President Geraghty would serve as “Sole Member”, while Mr. Brock, Ms. Norton, Mr. Thomas and Mr. Wild would serve as members of the Board of Directors and Mr. Lynch would serve as an Officer. Motion was made by Mr. Wild, seconded by Mr. Thomas and carried unanimously to approve of the W-TASC organizational structure as presented in the Organizational Chart provided.
 - e. Appointment of Audit and Governance Committee Members – Members elected to retain the same membership on both the Audit and Governance Committees, with the only changes being to assign Mr. Thomas to fill the positions previously filled by former Member Craig Leggett. A motion to this effect was made by Mr. Brock, seconded by Mr. Thomas and carried unanimously to approve of the appointments to both Committees.
6. Old Business – Ms. Norton reviewed this item, advising that the following historical documents were available for review on the W-TASC page of the Warren County website:
 - i. By-Laws;
 - ii. Certificate of Incorporation;
 - iii. Public Authorities Law;

WARREN TOBACCO SECURITIZATION CORPORATION – ANNUAL MEETING***JULY 8, 2024******PAGE 3 OF 3***

- iv. AIG Directors & Officers Insurance – to be posted at a later date. There is a \$5 million policy in place, which will be posted when received.
- 7. Discussion Items – Ms. Norton spoke briefly of the following:
 - a. Overview of W-TASC to be presented to Warren County Board of Supervisors;
 - b. Reduction in W-TASC annual revenue awards due to increase in vaping; and
 - c. Status of two Bonds.
- 8. Adjournment – there being no further business to come before the W-TASC, on motion made by Mr. Brock, seconded by Mr. Thomas and carried unanimously, President Geraghty adjourned the meeting at 10:31 a.m.

Respectfully submitted,
Frank Thomas, Secretary

Authorities Budget Office Recommended Guidance



This Recommended Governance Practice bulletin on corporate governance principles is intended for use by policymakers, and directors, officers and officials of public authorities. These bulletins are intended to delineate best practices and encourage their consideration and incorporation into the management and oversight of public authorities.

Subject: New Board Member Orientation

Objectives: A well-informed, engaged and principled board of directors is the most effective means to assure that public authorities act in accordance with their missions and the interests of the public, operate in an ethical and transparent manner, and adhere to the highest standards of good corporate governance. Those appointed to the board should be well prepared to undertake their role and responsibilities, add value to the deliberative and decision-making process and advance the authority's performance objectives.

A board's primary responsibility is to provide the vision and guidance necessary for the authority to fulfill its mission and meet its ethical and legal obligations. It is important for board members to be well-versed in the purpose and operations of the authority. New board members should familiarize themselves with the authority's mission, understand the responsibilities and expectations of their appointed position, and be willing and able to invest the time and effort to attend and actively participate in board meetings.

Recommended Practice: The Authorities Budget Office recommends that public authorities provide an orientation session for new board members upon appointment to the board. This orientation session at minimum should include an overview of the public authority and the new board member's responsibilities. Topics that should be reviewed with the new board member might include answers to the following questions:

- What are the board's fiduciary duties and responsibilities?
- What are the public's expectations for board members?
- What makes a board member "independent"?
- How is the board organized to do its work? How are decisions made?
- What information, staff and resources are accessible to members?
- When, where and how often are board and committee meetings held?
- How are special meetings handled?
- What laws, rules and regulations govern a board member's actions?

- How is board performance evaluated?
- Are members entitled to compensation or reimbursement?
- What is the mission and what are the values of the authority?
- Who are the authority's stakeholders?
- What is the organizational structure of the authority?
- What are the authority's major programs and services? What are the authority's current goals and priorities?
- How does the authority measure its performance to ensure it is effectively carrying out its mission?
- What are the authority's long-term goals and strategic direction?

New board members should also be given an overview of how to navigate through the public authority's web site, and where the board member can find the most recent information about the public authority. Some board members may be able to review policies, procedures and financials via the public authority's web site, while other board members may prefer hard copies. Depending on the culture of the public authority and its board, below are the types of documents that new board members should be able to easily access or be given at the time of their appointment, so that they may familiarize themselves with the public authority and their role and responsibilities on the board.

A. Board Information

- List of board members - names, affiliations, short biographies
- List of board committees, committee members, and charters
- Acknowledgement of fiduciary duties and responsibilities
- Calendar of board meetings and committee meetings
- Board and committee meeting minutes and agendas for the last two years
- Board member training schedule
- Code of ethics
- Conflicts of interest procedures
- Defense and indemnification policy
- Financial disclosure requirements and sample financial disclosure form

B. Authority's Background Information

- Mission statement
- Authority's enabling legislation*
- Performance measures for the year, including most recent measurement report
- Current By-laws

* Local Development Corporations should provide their articles of incorporation in lieu of an enabling legislation

C. Authority Organization and Structure

- Organizational chart
- List of staff with titles, short biographies of key staff
- Description of the authority's major departments/units and subsidiaries
- Description of major programs administered by the authority, including a list of grant and subsidies administered (if applicable)
- List of all active authority supported projects
- Authority's internal control assessment
- Authority's fee schedules (if applicable)
- Description of any material pending legislation
- Important dates for reporting deadlines; budget calendar
- Acronym dictionary - list of common acronyms used by the authority

D. Financial Information

- Authority's Annual Report
- Operating Budget (including an estimated vs. actual budget)
- Authority's Financial Audit for the last two fiscal years (including management letter and report on internal controls)
- Authority's debt schedule listing applicable debt caps, new debt issuances and outstanding debt including refinancings, refundings and defeasements
- Authority's current bond rating
- List of authority leases
- List and brief description of use of real property owned by the authority
- Four-year financial plan
- Current and projected capital budget

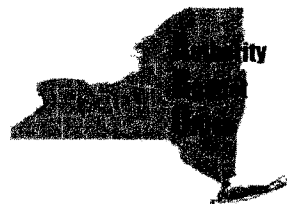
E. Policies & Reports

- Procurement Policy and Procurement Report
- Investment Guidelines and annual Investment Report
- Property Disposition Guidelines
- Uniform Tax Exemption Policy (for IDAs)
- Other required policies of the Authority (i.e. salary and compensation)

F. Other Applicable Laws and Guidance

- Public Authorities Reform Act of 2009
- Applicable sections of Public Authorities Law, General Municipal Law, Public Officers Law and State Finance Law
- Guidance issued by the Authorities Budget Office
- Other applicable State and Federal laws relating to the authority's operations
- Other applicable rules and regulations

Authorities Budget Office Policy Guidance



No. 17-01

Date Issued: January 27, 2017
Supersedes: 15-02

Subject: Board Member Training

Statutory Citation: Section 2824(2) of Public Authorities Law

Provision: Section 2824(2) of the Public Authorities Law, as amended by Section 18 of the Public Authorities Accountability Act, requires directors to “participate in State approved training regarding their legal, fiduciary, financial and ethical responsibilities as board members of an authority within one year of appointment to a board.” It also requires board members to “participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.”

The purpose of this training is to prepare individuals to understand and properly execute their role as board members and to be well-versed in the principles of corporate governance and the requirements of the law. Training provides the foundation for directors to exercise appropriate oversight and to recognize the responsibility they have to the mission of their organization, its management and staff, and to the public.

Authorities Budget Office Policy Guidance: The Authorities Budget Office (ABO) is overseeing the implementation of Section 2824(2) and has developed this Guidance to assist public authorities meet the requirements of the Act.

This Guidance outlines the training requirements and best practices for state and local public authority boards, including the timeframes for board member training, the board members who are required to receive training, board member training that meets this requirement, and the need for refresher training.

Training Requirements

Board members have 12 months from the date of their appointment to participate in training. As a best practice, the ABO recommends public authorities also conduct an internal orientation session for new board members upon their appointment to provide an overview of the authority’s operations. Guidance on this subject is provided here:

<http://www.abo.ny.gov/recommendedpractices/NewBoardMemberOrientation.pdf>

Participation in training extends to all members, including voting and non-voting members, ex officio members or designees. Board members may only have a designee if it is stipulated in law (enabling statute) or articles of incorporation. As a best practice the ABO encourages management staff, including Counsel, to attend training when appropriate.

The Act requires directors to participate in continuing training to “remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance” (Section 2824(2)). As a best practice, the ABO recommends that directors participate in refresher training upon re-appointment to the Board or at least every three years.

The ABO has developed a comprehensive corporate governance curriculum and conducts training for directors and executive management of all state and local public authorities at no cost. Interactive webinar training, conducted by ABO staff is available on a regular basis during regular business hours. Authorities may sign up for training here:

<http://www.abo.ny.gov/training/onlinetraining.html>

It is the responsibility of the public authority to maintain documentation of board member participation in required training and to assure that board members are compliant with this requirement.

WARREN TOBACCO ASSET SECURITIZATION CORPORATION

Kevin B. Geraghty, President
1340 State Route 9, Lake George, NY 12845

Date: 10.7.25

Sample public authority board member self-evaluation

This example is based on guidance from the New York State Authorities Budget Office (ABO), the National Association of Corporate Directors (NACD), and other governance experts. The template below is a sample intended for a single public authority board member to confidentially evaluate their own performance. The full board should conduct a separate self-evaluation to assess its collective effectiveness.

Instructions: Rate your performance and provide narrative responses for self-improvement and organizational insight. The ratings are on a 1-5 scale, with 5 being the highest performance and 1 being the lowest.

Category 1: Fiduciary and legal duties

- **Understanding of mission:** I have a clear and consistent understanding of the public authority's mission and purpose.

1. Poor
2. Needs Improvement
3. Satisfactory
4. Very Good
5. Outstanding

- **Fiduciary responsibilities:** I understand my financial and ethical responsibilities as a board member.

1. Poor
2. Needs Improvement
3. Satisfactory

4. Very Good

5. Outstanding

- **Conflict of interest:** I effectively manage and disclose any potential or actual conflicts of interest.

1. Poor

2. Needs Improvement

3. Satisfactory

4. Very Good

5. Outstanding

- **Compliance:** I stay informed about and uphold relevant laws, regulations, and reporting requirements.

1. Poor

2. Needs Improvement

3. Satisfactory

4. Very Good

5. Outstanding

- **Independent judgment:** My decisions are based on independent judgment and are free from undue influence or self-interest.

1. Poor

2. Needs Improvement

3. Satisfactory

4. Very Good

5. Outstanding

Category 2: Performance and engagement

- **Meeting preparedness:** I review meeting materials thoroughly in advance and am well-prepared for discussions.
- **Meeting participation:** I actively and constructively participate in board and committee meetings.
- **Time commitment:** I dedicate the necessary time to fulfill my board and committee responsibilities.
- **Asking questions:** I am comfortable asking probing questions to ensure clarity and informed decision-making.
- **Leveraging network:** I use my personal and professional networks to help advance the authority's goals and mission.
- **Strategic input:** I contribute meaningfully to the board's strategic discussions and focus on critical issues.

Category 3: Board and organizational relations

- **Communication with leadership:** I maintain effective and appropriate communication with executive staff to stay informed.
- **Communication with peers:** I communicate effectively and professionally with other board members.
- **Stakeholder engagement:** I effectively represent the public authority and engage with external stakeholders.
- **Teamwork and support:** I work effectively as part of the board team and offer constructive support to my colleagues.

Category 4: Self-improvement and development

- **Strengths:** What do you believe were your most significant contributions to the board over the past year?
- **Areas for improvement:** What areas of your own performance or knowledge base could be strengthened?

- **Professional development:** What specific skills or knowledge do you need to develop to enhance your performance?
- **Role evolution:** How do you see your role on the board evolving over the next year to increase your impact?
- **Board support:** What changes could the board make to help you and other members be more effective?

U.S. Federal and State Cases, Codes, and Articles

Select a tab to search United States Cases, Codes, or Articles

Cases	<u>Codes</u>	Articles
<p>Search by keyword or citation</p> <p>* Indicates required field</p> <p>Keyword or Citation *</p> <div> <input type="text" value="Enter Keyword or Citation"/> <input type="button" value="View results >"/> </div>		

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New York Consolidated Laws, Public Authorities Law - PBA § 2824. Role and responsibilities of board members

Current as of January 01, 2021 | Updated by [FindLaw Staff \(https://www.findlaw.com/company/our-team.html\)](https://www.findlaw.com/company/our-team.html)

- Board members of state and local authorities shall (a) execute direct oversight of the authority's chief executive and other management in the effective and ethical management of the authority; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the authority; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the chief executive and management; (d) adopt a code of ethics applicable to each officer, director and employee that, at a minimum, includes the standards established in [section seventy-four of the public officers law \(https://1.next.westlaw.com/Link/Document/FullText?findType=L&originatingContext=document&transitionType=DocumentItem&pubNum=1000124&refType=LQ&originatingDoc=1027b54f0cdb211e8a8cd836b3a01d\)](https://1.next.westlaw.com/Link/Document/FullText?findType=L&originatingContext=document&transitionType=DocumentItem&pubNum=1000124&refType=LQ&originatingDoc=1027b54f0cdb211e8a8cd836b3a01d); (e) establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the authority, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services; (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective board members; (g) perform each of their duties as board members, including but not limited to those imposed by this section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the authority, its mission and the public; (h) at the time that each member takes and subscribes his or her oath of office, or within sixty days after the effective date of this paragraph if the member has already taken and subscribed his or her oath of office, execute an acknowledgment, in the form prescribed by the authorities budget office after consultation with the attorney general, in which the board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph (g) of this subdivision, and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the authority's mission and the public interest.
- Individuals appointed to the board of a public authority shall participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of an authority within one year of appointment to a board. Board members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.
- No chair who is also the chief executive officer shall participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of chief executive officer.

4. Board members of each state and local authority, or subsidiary thereof, shall establish an audit committee to be comprised of not less than three independent members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the audit committee; provided, however, that in the event that a board has less than three independent members, the board may appoint non-independent members to the audit committee, provided that the independent members must constitute a majority of the members of the audit committee. The committee shall recommend to the board the hiring of a certified independent accounting firm for such authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes.
5. Notwithstanding any provision of any general, special or local law, municipal charter or ordinance to the contrary, no board of a state or local authority shall, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the authority.
6. Members of the audit committee shall be familiar with corporate financial and accounting practices.
7. Board members of each state and local authority, or subsidiary thereof, shall establish a governance committee to be comprised of not less than three independent members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the governance committee; provided, however, that in the event that a board has less than three independent members, the board may appoint non-independent members to the governance committee, provided that the independent members must constitute a majority of the members of the governance committee. It shall be the responsibility of the members of the governance committee to keep the board informed of current best governance practices; to review corporate governance trends; to recommend updates to the authority's corporate governance principles; to advise appointing authorities on the skills and experiences required of potential board members; to examine ethical and conflict of interest issues; to perform board self-evaluations; and to recommend by-laws which include rules and procedures for conduct of board business.
8. Board members of each state and local authority, or subsidiary thereof which issues debt, shall establish a finance committee to be comprised of not less than three independent members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the committee; provided, however, that in the event that a board has less than three independent members, the board may appoint non-independent members to the finance committee, provided that the independent members must constitute a majority of the members of the finance committee. It shall be the responsibility of the members of the finance committee to review proposals for the issuance of debt by the authority and its subsidiaries and make recommendations.

< [Back to chapter list \(https://codes.findlaw.com/ny/public-authorities-law/\)](https://codes.findlaw.com/ny/public-authorities-law/)

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Was this helpful?

Yes

No

Warren County Board of Supervisors

RESOLUTION NO. 353 OF 2022

RESOLUTION INTRODUCED BY SUPERVISORS THOMAS, CONOVER, BEATY, FRASIER, WILD, BRAYMER AND RUNYON

ENACTING LOCAL LAW NO. 2 OF 2022, ENTITLED “A LOCAL LAW AMENDING AND UPDATING LOCAL LAW NO. 6 OF 2021, ‘A LOCAL LAW AMENDING AND UPDATING LOCAL LAW NO. 5 OF 2021, A LOCAL LAW AMENDING AND UPDATING LOCAL LAW NO. 6 OF 2014, WARREN COUNTY ETHICS AND DISCLOSURE LAW’”

WHEREAS, a proposed local law was duly presented to the Board of Supervisors and considered by them, said proposed local law entitled, “A Local Law Amending and Updating Local Law No. 6 of 2021, *‘A Local Law Amending and Updating Local Law No. 5 of 2021, A Local Law Amending and Updating Local Law No. 6 of 2014, Warren County Ethics and Disclosure Law,’*” and

WHEREAS, the Board of Supervisors adopted Resolution No. 317 of 2022, which authorized a public hearing to be held by the Board of Supervisors on the 15th day of July, 2022, in the Supervisors’ Rooms in the Warren County Municipal Center on the matter of the proposed local law, and notice of such public hearing having been duly published and posted as required by law, and said public hearing having been held and all persons appearing at such public hearing desiring to be heard, having been heard, now, therefore, be it

RESOLVED, that the Board of Supervisors of the County of Warren, New York, on this 15th day of July, 2022, does hereby enact and adopt Local Law No. 2 of 2022, as annexed hereto.

RESOLUTION No. 353 OF 2022**PAGE 2 OF 18****COUNTY OF WARREN
LOCAL LAW NO. 2 OF 2022****“A LOCAL LAW AMENDING AND UPDATING LOCAL LAW NO. 6 OF 2021, ‘A LOCAL LAW AMENDING AND UPDATING LOCAL LAW NO. 5 OF 2021, ‘A LOCAL LAW AMENDING AND UPDATING LOCAL LAW NO. 6 OF 2014, WARREN COUNTY ETHICS AND DISCLOSURE LAW”****BE IT ENACTED**, by the Board of Supervisors of the County of Warren, New York as follows:

SECTION 1. Title. This Local Law shall be entitled “A Local Law Amending and Updating Local Law No. 5 of 2021, ‘A Local Law Amending and Updating Local Law No. 6 of 2014, Warren County Ethics and Disclosure Law.”

SECTION 2. Purpose. To update the Financial Disclosure Form included as “Appendix B” in the Warren County Ethics and Disclosure Law intended to ensure that officers and employees of Warren County hold their positions to serve and benefit the public, and not for obtaining unwarranted personal or private gain in the exercise and performance of their official powers and duties. The Board of Supervisors recognizes that, in furtherance of this fundamental principle, there is a need for clear and reasonable standards of ethical conduct. This code of ethics establishes those standards.

SECTION 3. Definitions.

- (a) “Board” means Warren County Board of Supervisors.
- (b) “Code” means this Code of Ethics.
- (c) “Interest” means a direct or indirect financial or material benefit, but does not include any benefit arising from the provision or receipt of any services generally available to the residents or taxpayers of the municipality or an area of the municipality, or a lawful class of such residents or taxpayers. A municipal officer or employee is deemed to have an interest in any private organization when he or she, his or her spouse, or a member of his or her household, is an owner, partner, member, director, officer, employee, or directly, collectively directly or indirectly owns or controls more than fifty percent (50%) of the organization.
- (d) “Municipality” means a county, city, town, village, school district, consolidated health district, county vocational education and extension board, public library, board of cooperative educational services, urban renewal agency, a joint water works system established pursuant to chapter six hundred fifty-four of the laws of nineteen hundred twenty-seven, or a town or county improvement district, district corporation, or other district or a joint service established for the purpose of carrying on, performing or financing one or more improvements or services intended to benefit the health, welfare, safety or convenience of the inhabitants of such governmental units or to benefit the real property within such units, an industrial development agency but shall have no application to a city having a population of one million or more or to a county, school district, or other public agency or facility therein.
- (e) “Municipal officer or employee” means an officer or employee of a municipality, whether paid or unpaid, including members of any administrative board, commission or other agency thereof and in the case of a county, shall be deemed to also include any officer or employee paid from county funds. No person shall be deemed to be a municipal officer or employee solely by reason of being a volunteer firefighter or civil defense volunteer, except a fire chief or assistant fire chief.

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- (e) “Relative” means a spouse, child or step-child, or dependent.
- (f) “Spouse” means a husband or wife of the municipal officer or employee unless living separate and apart in contemplation of divorce or formal separation.

SECTION 4. Applicability. This code of ethics applies to the officers and employees of Warren County, and shall replace and supersede all Warren County Code of Ethics, dated 2014 and 2021. The provisions of this code of ethics shall apply in addition to all applicable State and local laws relating to conflicts of interest and ethics including, but not limited to, Article 18 of the General Municipal Law and all rules, regulations, policies and procedures of Warren County.

SECTION 5. Prohibition on use of municipal position for personal or private gain. No municipal officer or employee shall use his or her municipal position or official powers and duties to secure a financial or material benefit for himself or herself, a relative, or any private organization in which he or she is deemed to have an interest.

SECTION 6. Disclosure of interest in legislation and other matters.

- (a) Whenever a matter requiring the exercise of discretion comes before a municipal officer or employee, either individually or as a member of a board, and disposition of the matter could result in a direct or indirect financial or material benefit to himself or herself, a relative, or any private organization in which he or she is deemed to have an interest, the County officer or employee shall refrain from the exercise of discretion in the matter.
- (b) The County officer or employee shall also disclose in writing the nature of the interest. The disclosure shall be made when the matter requiring disclosure first comes before the County officer or employee, or when the County officer or employee first acquires knowledge of the interest requiring disclosure, whichever is earlier.
- (c) In the case of a person serving in an elective office, the disclosure shall be filed with the County Attorney and shall be provided to the Board of Ethics for a proactive review and consultation should a conflict exist within sixty (60) days of the notice being filed. In all other cases, the disclosure shall be filed with the person’s supervisor or, if the person does not have a supervisor, the disclosure shall be filed with the County officer, employee or board having the power to appoint to the person’s position.

SECTION 7. Annual Disclosure.

- 1) Officers and employees required to file. The officers and employees of Warren County as set forth below and more particularly but not necessarily exhaustively set forth on a representative list of such officers and employees annexed and incorporated herein as Appendix “A”, shall be required to sign and file an annual disclosure statement. The form annual disclosure statement is annexed hereto and incorporated herein as Appendix “B”. The Board of Ethics as established under Section 18 hereof shall enforce such filing requirements, and shall have the authority to review the annual disclosure statements and shall do so within sixty (60) days of the filing due date and as needed to determine questions that may arise under this law. All officers and employees shall comply with General Municipal Law Article 18 and any amendments or revisions relative to the filing of financial statements.
 - (a) Elected officials; and
 - (b) The heads of any agency, department, division, council, board, commission, authority or bureau of Warren County and their deputies and other persons authorized to act on their

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- behalf who make policy decisions; and
- (c) Officers and employees who hold policymaking positions, including members of boards, commissions and public authorities of Warren County. A person shall be considered to hold a policymaking position if he or she meets the following criteria, based either on the powers and duties of the position held by the person as set forth in the job description or any applicable law or regulation, or based on the actual duties performed by the person:
 - (1) he or she has been determined to be managerial pursuant to Civil Service Law §201(7) because he or she formulates policy; or
 - (2) he or she is in the non-competitive class under §2.2 of the rules and regulations of the New York State Department of Civil Service, provided that the person holds a position that is designated in any applicable rules and regulations promulgated by the county civil service commission or County Personnel Officer pursuant to Civil Service Law §20, on the basis that the position requires the performance of functions influencing policy; or
 - (3) he or she exercises responsibilities of a broad scope in the formulation of plans for the implementation of goals or policy for a county agency or acts as an advisor to an individual in such a position, and
 - (d) Officers and employees having discretionary authority with respect to:
 - (1) Contracts, leases, franchises, concessions, permits, or licenses; or
 - (2) The purchase, sale, rental, or lease of real property, personal property, or services, or a contract therefore; or
 - (3) The obtaining of grants of money or loans; or
 - (4) Inspections; or
 - (5) The adoption or repeal of any rule or regulation having the force and effect of law, and
- 2) Time and place for filing. The annual disclosure statements shall be filed with the office of the County Attorney no later than the 31st of January each year. This filing may be completed electronically or hard copy as a fillable form, with a copy of certification of completion of the Warren County electronic ethics training. A complete list of filings shall be provided to the Board of Ethics members by February 14th of each year. Late or missing submissions shall be followed up on by the Board of Ethics with the assistance of the County Attorney's Office. After ninety (90) days, notification of any outstanding filings shall be sent to the County Administrator and members of the Board of Supervisors. Disclosure statements must be updated during the year as circumstances warrant.

SECTION 8. Recusal and abstention.

- (a) No County officer or employee may directly or indirectly participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting on it, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any private organization in which he or she is deemed to have an interest.
- (b) In the event that this section prohibits a municipal officer or employee from exercising or performing a power or duty:
 - (1) if the power or duty is vested in a municipal officer as a member of a board, then the power or duty shall be exercised or performed by the other members of the board; or
 - (2) if the power or duty that is vested in a municipal officer individually, then the power or duty shall be exercised or performed by his or her deputy or, if the officer does not have a deputy, the power or duty shall be performed by another person to whom the officer may lawfully

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delegate the function.

- (3) if the power or duty is vested in a municipal employee, he or she must refer the matter to his or her immediate supervisor, and the immediate supervisor shall designate another person to exercise or perform the power or duty.

SECTION 9. Prohibition inapplicable; disclosure, recusal and abstention not required.

- (a) This code's prohibition on use of a municipal position (section 5), disclosure requirements (sections 6 and 7), and requirements relating to recusal and abstention (section 8), shall not apply with respect to the following matters:
 - (1) adoption of Warren County's annual budget;
 - (2) any matter requiring the exercise of discretion that directly affects any of the following groups of people or a lawful class of such groups:
 - (i) all municipal officers or employees;
 - (ii) all residents or taxpayers of the municipality or an area of the municipality; or
 - (iii) the general public;
 - (3) any matter that does not require the exercise of discretion.
- (b) Recusal and abstention shall not be required with respect to any matter:
 - (1) which comes before the Warren County Board of Supervisors or standing Committee or Special Committee thereof when a majority of the board's or committee's total membership would otherwise be prohibited from acting by section 8 of this code;
 - (2) which comes before a municipal officer when the officer would be prohibited from acting by section 8 of this code and the matter cannot be lawfully delegated to another person.

SECTION 10. Investments in conflict with official duties.

- (a) No Warren County officer or employee may acquire the following investments:
 - (1) investments that can be reasonably expected to require more than sporadic (i.e. three to four (3-4) times per year) recusal and abstention under section 8 of this code; or
 - (2) investments that would otherwise impair the person's independence of judgment in the exercise or performance of his or her official powers and duties.
- (b) This section does not prohibit a Warren County officer or employee from acquiring any other investments or the following assets:
 - (1) real property located within Warren County and used as his or her personal residence;
 - (2) less than five percent (5%) of the stock of a publicly traded corporation; or
 - (3) bonds or notes issued by a municipality and acquired more than one year after the date on which the bonds or notes were originally issued.

SECTION 11. Private employment in conflict with official duties.

- (a) No Warren County officer or employee, during his or her tenure as a municipal officer or employee, may engage in any private employment, including the rendition of any business, commercial, professional or other types of services, and including serving as a Board member, consultant, contractor or passive investor of an entity that engages in any business or maintains any relationship with Warren County, provides to or oversees from the County any client referrals or competes with the County when the employment or activity:
 - (1) can be reasonably expected to require more than sporadic recusal and abstention pursuant to sections 8 and 10 of this code;
 - (2) can be reasonably expected to require disclosure or use of confidential information gained

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- by reason of serving as a municipal officer or employee;
- (3) violates section 805-a(1)(c) or (d) of the General Municipal Law; or
- (4) requires representation of a person or organization other than Warren County in connection with litigation, negotiations or any other matter to which Warren County is a party.
- (b) Outside Interest Form. If any Warren County officer or employee or immediate family member is currently or plans to be in the future an employee, Board member, consultant, owner, contractor or even a passive investor of an entity that engages in any business or maintains any relationship with Warren County; provides to or receives from Warren County any client referrals or competes with Warren County, they must fill out an Outside Interest Form in the office of the Warren County Attorney, and a copy of the completed Form must be provided to the Board of Ethics. Annexed hereto and made a part hereof as Appendix "C" is a sample copy of the Outside Interest Form.

SECTION 12. Future employment.

- (a) No Warren County officer or employee may ask for, pursue or accept a private post-government employment opportunity with any person or organization that has a matter requiring the exercise of discretion pending before the Warren County officer or employee, either individually or as a member of a board, while the matter is pending or within the thirty (30) days following final disposition of the matter.
- (b) No Warren County officer or employee, for the two-year period after serving as a Warren County officer or employee, may represent or render services to a private person or organization in connection with any matter involving the exercise of discretion before the Warren County office, board, department or comparable organizational unit for which he or she serves.
- (c) No Warren County officer or employee, at any time after serving as a Warren County officer or employee, may represent or render services to a private person or organization in connection with any particular transaction in which he or she personally and substantially participated while serving as a Warren County officer or employee.

SECTION 13. Personal representations and claims permitted. This Code shall not be construed as prohibiting a Warren County officer or employee from:

- (a) representing himself or herself, or his or her spouse or minor children before Warren County; or
- (b) asserting a claim against Warren County on his or her own behalf, or on behalf of his or her spouse or minor children.

SECTION 14. Use of Warren County resources.

- (a) Warren County resources shall be used for lawful Warren County purposes. Warren County resources include, but are not limited to, municipal personnel, and Warren County's money, vehicles, equipment, materials, supplies or other property.
- (b) No Warren County officer or employee may use or permit the use of Warren County resources for personal or private purposes, but this provision shall not be construed as prohibiting:
 - (1) any use of Warren County resources authorized by law or municipal policy;
 - (2) the use of Warren County resources for personal or private purposes when provided to a Warren County officer or employee as part of his or her compensation; or
 - (3) the occasional and incidental use during the business day of Warren County telephones and computers for necessary personal matters such as family care and changes in work schedule.
- (c) No Warren County officer or employee shall cause Warren County to spend more than is

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reasonably necessary for transportation, meals or lodging in connection with official travel.

- (d) All Warren County officers and employees shall take a computerized ethics training course. This training provides guidance regarding your outside activities while under County employment. A certification of this training shall be filed with your supervisor annually no later than January 31st or within ten (10) days of employment with Warren County.

SECTION 15. Interests in Contracts.

- (a) No Warren County officer or employee may have an interest in a contract that is prohibited by section 801 of the General Municipal Law.
- (b) Every Warren County officer and employee shall disclose interests in contracts with Warren County at the time and in the manner required by section 803 of the General Municipal Law.

SECTION 16. Nepotism. Except as otherwise required by law:

- (a) No Warren County officer or employee shall induce others to hire a relative of the officer or employee.
- (b) No Warren County officer or employee, either individually or as a member of a board, may participate in any decision specifically to appoint, hire, promote, discipline or discharge a relative for any position at, for or within Warren County or a Warren County board, except:
 - (1) A Department Head may undertake to appoint, hire, promote, discipline or discharge a relative if no other County officer or employee can undertake the action, and the action is undertaken in accordance with the Civil Service Law and Rules promulgated thereunder for competitive positions; or
 - (2) In all other cases, a Department Head may undertake to appoint, hire, promote, discipline or discharge a relative if no other County officer or employee can undertake the action, and the Department Head obtains approval from the Board of Supervisors, which may seek a written advisory opinion from the Board of Ethics, before undertaking the action.
- (c) No Warren County officer or employee may immediately or directly manage and/or supervise a relative in the performance of a relative's official powers or duties. If a Warren County officer or employee would be responsible for the management or supervision of a relative, an alternative supervisory arrangement must be made to manage and supervise the relative; the management and supervision must be undertaken pursuant to Civil Service Law and Rules, if applicable, and any decision to appoint, hire, promote, discipline or discharge must be in accordance with subdivision (b) above.
- (d) Any Warren County officer or employee, or prospective officer or employee, may request a written advisory opinion from the Board of Ethics regarding the implementation of this Section.

SECTION 17. Political Solicitations.

- (a) No Warren County officer or employee shall directly or indirectly to compel or induce a subordinate Warren County officer or employee to make, or promise to make, any political contribution, whether by gift of money, service or other thing of value.
- (b) No Warren County officer or employee may act or decline to act in relation to appointing, hiring or promoting, discharging, disciplining, or in any manner changing the official rank, status or compensation of any Warren County officer or employee, or an applicant for a position as a Warren County officer or employee, on the basis of the giving or withholding or neglecting to make any contribution of money or service or any other valuable thing for any political purpose.

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SECTION 18. Confidential Information. No Warren County officer or employee who requires confidential information in the course of exercising or performing his or her official powers or duties may disclose or use such information unless the disclosure or use is required by law or in the course of exercising or performing his or her official powers and duties.

SECTION 19. Gifts.

- (a) No Warren County officer or employee shall solicit, accept or receive a gift in violation of section 805-a(1)(a) of the General Municipal Law as interpreted in this section.
- (b) No Warren County officer or employee may directly or indirectly solicit any gift.
- (c) No Warren County officer or employee may accept or receive any gift, or multiple gifts from the same donor, having an annual aggregate value of seventy-five dollars (\$75) or more when:
 - (1) the gift reasonably appears to be intended to influence the officer or employee in the exercise or performance of his or her official powers or duties;
 - (2) the gift could reasonably be expected to influence the officer or employee in the exercise or performance of his or her official powers or duties; or
 - (3) the gift is intended as a reward for any official action on the part of the officer or employee.
- (d) For purposes of this section, a “gift” includes anything of value, whether in the form of money, service, loan, travel, entertainment, hospitality, thing or promise, or in any other form. The value of a gift is the gift’s fair market value, determined by the retail cost of the item or a comparable item. The fair market value of a ticket entitling the holder to food, refreshments, entertainment, or any other benefit is the face value of the ticket, or the actual cost to the donor, whichever is greater. Determination of whether multiple gifts from a single donor exceed seventy-five dollars (\$75) must be made by adding together the value of all gifts received from the donor by an officer or employee during the twelve-month period preceding the receipt of the most recent gift.
- (e)
 - (1) A gift to a Warren County officer or employee is presumed to be intended to influence the exercise or performance of his or her official powers or duties when the gift is from a private person or organization that seeks Warren County action involving the exercise of discretion by or with the participation of the officer or employee.
 - (2) A gift to a Warren County officer or employee is presumed to be intended as a reward for official action when the gift is from a private person or organization that has obtained Warren County action involving the exercise of discretion by or with the participation of the officer or employee during the preceding twelve months.
- (f) This section does not prohibit any other gift, including:
 - (1) gifts made to Warren County;
 - (2) gifts from a person with a family or personal relationship with the officer or employee when the circumstances make it clear that the personal relationship, rather than the recipient's status as a Warren County officer or employee, is the primary motivating factor for the gift;
 - (3) gifts given on special occasions, such as marriage, illness, or retirement, which are modest, reasonable and customary;
 - (4) unsolicited advertising or promotional material of little intrinsic value, such as pens, pencils, note pads, and calendars;
 - (5) awards and plaques having a value of seventy-five dollars (\$75) or less which are publicly presented in recognition of service as a Warren County officer or employee, or other service to the community; or
 - (6) meals and refreshments provided when a Warren County officer or employee is a speaker or participant at a job-related professional or educational conference or program and the meals

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and refreshments are made available to all participants.

SECTION 20. Board of Ethics.

- (a) There is hereby established a Board of Ethics for Warren County. The Board of Ethics shall consist of five (5) members, a majority of whom shall not be officers or employees of Warren County or a Municipality wholly or partially located in Warren County. One of the five members shall be an appointed officer or employee of Warren County or a municipality located in Warren County and the remaining four members shall be members of the public who are not elected or appointed officers or employees of Warren County or a Municipality located in Warren County. The members of the Board of Ethics shall be appointed by the Board of Supervisors, serve at the pleasure of the appointing authority, and receive no salary or compensation for their services as members of the Board of Ethics. The Board of Supervisors may appoint alternate members for each member who shall serve in the event a member is unable to serve due to illness, unavailability or when a conflict is presented. Alternate members shall serve at the pleasure of the appointing authority and shall receive no salary or compensation for their services as members of the Board of Ethics. The Board of Ethics shall be a "public body" as defined by Public Officers Law § 102(2) and comply with the requirements of the Open Meetings Law Article 7, Public Officers Law.
- (b) A member of the Board of Ethics shall not be an official, officer or committee person of a political party or hold any similar office or title in a political party.
- (c) The Board of Ethics shall render advisory opinions with respect to article 18 of the General Municipal Law and this code. Such advisory opinions must be rendered pursuant to a written request under such rules and regulations as the Board of Ethics may prescribe. In addition, the Board of Ethics may make recommendations with respect to the drafting and adoption of a Code of Ethics, or amendments to the Code of Ethics, upon the request of the Board of Supervisors. The Board of Ethics may accept from the general public or any of its own members a complaint or allegation of conflict of interest or violation of this Code of any officer or employee of Warren County. The Board of Ethics may initiate an investigation upon its own motion or upon receipt of a sworn complaint alleging a violation, and shall have the advice of legal counsel employed by the Board of Ethics, or if none, the municipality's legal counsel.
- (d) The board of ethics may establish such rules and policies that may be necessary for the proper discharge of its duties and may utilize the services of the office of the Warren County Attorney.
- (e) This Ethics and Disclosure Policy shall be reviewed and updated as needed with the new term of each Board, at a minimum of every two years. As such, the members of the Board of Ethics shall serve for the same duration and coincide with the term of the members of the Board of Supervisors. The contact information for the members of the Board of Ethics shall be maintained in the County Attorney's Office.
- (f) Members of the Board of Ethics shall meet at a minimum of twice a year to review disclosure and certifications of training and as needed. Documentation of the meeting date and time shall be provided to the County Attorney and the Board of Supervisors.
- (g) Members of the Board of Ethics shall be appointed for the remainder of the current term within sixty (60) days of the effective date of this Local Law, and they shall comply with the Local Law immediately upon appointment.

SECTION 21. Posting and distribution.

- (a) The Warren County Administrator or his or her designee must promptly cause a copy of this

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Local Law, and a copy of any amendment to this Local Law, to be posted publicly and conspicuously in each building under Warren County's control. The code must be posted within ten (10) days following the date on which the Local Law takes effect. An amendment to the Local Law must be posted within ten (10) days following the date on which the amendment takes effect.

- (b) The Warren County Administrator or his or her designee must promptly cause a copy of this Local Law, including any amendments to the Local Law, to be distributed, electronically or in hard copy, to every person who is or becomes an officer and employee of Warren County, who must acknowledge receipt to their supervisor within ten (10) days. In addition, the outside interest form (Appendix C) must be returned, if applicable, to the County Attorney's Office.
- (c) A copy of this Local Law shall be provided to all new officers and employees within ten (10) days of employment or assuming office, as the case may be.
- (d) Every Warren County officer or employee who receives a copy of this Local Law or an amendment to the Local Law must acknowledge such receipt in writing. Such acknowledgments must be filed with the Clerk of the Warren County Board of Supervisors who must maintain such acknowledgments as a public record.
- (e) The failure to post this Local Law or an amendment to the Local Law does not affect either the applicability or enforceability of the Local Law or the amendment. The failure of a Warren County officer or employee to receive a copy of this Local Law of ethics or an amendment to the Local Law, or to acknowledge receipt thereof in writing, does not affect either the applicability or enforceability of the Local Law or amendment to the Local Law.

SECTION 22. Enforcement. Any Warren County officer or employee who violates this Local Law may be censured, fined, suspended or removed from office or employment in the manner provided by law. Any County officer or employee who is being disciplined for violation of this Local Law must be referred by the officer's or employee's supervisor to the Board of Ethics for an opinion that will be added to the person's personnel file.

SECTION 23. Severability. In the event that any provision of this Local Law shall be determined by a Court of Law to be illegal and/or unenforceable, the Local Law, to the extent the Courts have determined practical shall continue in full force and effect as if the said illegal or unenforceable provision were not contained a part thereof.

SECTION 24. Effective date. This Local Law shall take effect immediately upon filing with the Secretary of State.

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The following Warren County officers and employees shall file a financial disclosure statement as provided by the Warren County Code of Ethics:

Supervisor, Warren County Board of Supervisors
 Clerk of the Warren County Board of Supervisors
 Deputy Clerk of the Warren County Board of Supervisors
 District Attorney
 Assistant District Attorney
 Public Defender
 Assistant Public Defender
 Warren County Administrator
 Assistant to the Warren County Administrator
 County Auditor
 County Treasurer
 Deputy County Treasurer
 Budget Officer
 Purchasing Agent
 Deputy Purchasing Agent
 Director of Real Property Tax Services
 Deputy Director of Real Property Tax Services
 County Clerk
 Deputy County Clerk
 County Attorney
 Assistant County Attorney
 Director, County Human Resources
 Personnel Officer
 Commissioners of Elections
 Deputy Commissioners of Elections
 Superintendent of Public Works
 Deputy Superintendent Public Works
 Deputy Superintendent Public Works/Operations
 Airport Manager
 Director of Probation
 Sheriff
 Undersheriff
 Lieutenant, Sheriff's Office
 Director of Public Health/Patient Services, Health Services
 Assistant Director Public Health
 Assistant Director Patient Services
 Director, Community Mental Health Services
 Assistant Director of Mental Health
 Commissioner of Social Services
 Deputy Commissioner of Social Services

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Appendix “A” con’t

Social Services Attorney
Assistant Social Services Attorney
Director Countryside Adult Home
Director of Employment and Training
Director of Tourism
Director of Weights & Measures
Director, Office for the Aging
County Historian
Warren County Planner
Associate Warren County Planner
Administrator, Fire Prevention and Building Code Enforcement
Administrator, Self-Insurance
Deputy Insurance Administrator
Director, Veterans’ Services Agency
Director of Information Technology
Director, Office of Emergency Services
Fire Coordinator
Executive Director Lake Champlain/Lake George Regional Planning Board
Warren County Coroner
Warren County Medical Examiner
Director, Soil and Water Conservation District
Members of the Board of Ethics

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**ANNUAL STATEMENT OF FINANCIAL DISCLOSURE
COUNTY OF WARREN FORM F-100
FOR 20_____**

1. Name and Address

Last Name	Middle Initial	First Name
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Title

Department or Agency

County Address

County Telephone

2. Does any relative currently work for Warren County? If so, please provide the name(s) of the relative, the name of the County department, the relative's title and the date of hire.

3. Financial Interests.

- a. Business Positions. List any office, trusteeship, directorship, partnership, or other position in any business, association, proprietary, or not-for-profit organization held by you, and your relative, if any, for businesses that are involved with the County or any municipality within Warren County.

Name	Position	Organization	Local Agency & Nature of Involvement

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- b. Outside Employment. Describe any outside occupation, employment, trade, business, or profession providing more than \$1,000 per year for you, your spouse, and your relative if the outside employment is involved with the County or any municipality within Warren County.

Name	Position	Organization (Name / Address)	Local Agency & Nature of Involvement
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- c. Future Employment. Describe any contract, promise or other agreement between you and anyone else with respect to your employment after leaving your County office or position, if such agreement is with a person or business involved with the County or any municipality within Warren County.

- d. Investments. Itemize and describe all investments in excess of \$5,000 or five percent (5%) of the value in any business, corporation, partnership, or other assets, including stocks, bonds, loans, pledged collateral, and other investments, for you, or your relative, if such investment is with a business or other entity involved with the County or any municipality within Warren County. List the location of all real estate within the county, or within five (5) miles thereof, in which you or your relative, if any, have an interest, regardless of its value.

Name	Name / Address of Business or Real Estate	Description of Investment
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- e. Other Income. Identify the source and nature of any other income in excess of \$1,000/year from any source not described above, for you and your relative, if any, provided that such income is from a source that is involved with the County or any municipality within Warren County.

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Name	Name / Address of Income Source	Nature of Income
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Interest in Contracts

Describe any interest that you or your relative have in any contract involving the County or municipality within Warren County.

Name	Contract Description
_____	_____
_____	_____
_____	_____
_____	_____

5. Debts.

Describe all debts you or your relative owe to the County or any municipality within Warren County in excess of \$5,000 (eg. outstanding occupancy tax payments or tax liens) as of the date of filing of this statement.

Name of Debtor	Name of Creditor
_____	_____
_____	_____
_____	_____
_____	_____

6. Third-Party Reimbursements.

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Identify and describe the source of any third-party reimbursement for travel-related expenditures of any matter that relates to your official duties. The term "reimbursement" includes any travel-related expenses provided by anyone other than the County for speaking engagements, conferences, or fact-finding events that relate to your official duties.

Source	Description and Amount
_____	_____
_____	_____
_____	_____
_____	_____

7. Gifts and Honorariums.

Has anyone attempted to influence you by giving you gifts aggregating in excess of \$75, received during the last year by you or your relative, excluding gifts from a relative? The term "gifts" includes gifts of cash, property, personal items, payments to third parties on your behalf, forgiveness of debt, honorariums, and any other payments that are not reportable as income.

If yes, indicate:

Source	Description of Gift
_____	_____
_____	_____
_____	_____
_____	_____

The requirements of law relating to the reporting of financial interests are in the public interest and no adverse inference or unethical or illegal conduct or behavior will be drawn merely from compliance with these requirements.

Signature of Reporting Individual

Date

The filer shall provide the Board of Ethics with additional information if requested to do so by the Board of Ethics.

The reporting requirement of this statement is required by New York State Law and the law of Warren County. Improper use of any of the information contained in this statement by any third person or entity in

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violation of privacy or other rights, or to harass or annoy the filer of this statement is separately punishable under the law.

This statement is subject to public disclosure under the New York State Freedom of Information Law (FOIL), but any information in this statement that is deemed exempt from disclosure by New York State law or the laws of Warren County shall be redacted. A FOIL request for information contained in this document will be denied if the information will be used to harass or annoy the filer.

RESOLUTION No. 353 OF 2022

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APPENDIX “C”

WARREN COUNTY

Outside Interest Form

This form is to be filled out if you or any relative is currently or plans to be in the future, an employee, board member, consultant, owner, contractor or even a passive investor of an entity that: (I) engages in any business or maintains any relationship with The County (The County); (ii) provides to, or receives from The County any client referrals, or (iii) competes with The County. The completed form must be submitted to the County Attorney.

Name: _____

Job Title: _____

If not an employee, describe the nature of your relationship with The County:

Describe the nature of your outside activities in any entity that engages in any business or maintains any relationship with The County.

Describe the nature of your outside activities in any entity that provides to, or receives from, The County any client referrals.

Describe the nature of your outside activities in any entity that competes with The County.

Date completed and signature

Signature

Date

Date reviewed by Compliance Officer and signature

Signature

Date

Authorities Budget Office Recommended Guidance



This Recommended Governance Practice bulletin on corporate governance principles is intended for use by policymakers, and directors, officers and officials of public authorities. These bulletins are intended to delineate best practices and encourage their consideration and incorporation into the management and oversight of public authorities.

Subject: New Board Member Orientation

Objectives: A well-informed, engaged and principled board of directors is the most effective means to assure that public authorities act in accordance with their missions and the interests of the public, operate in an ethical and transparent manner, and adhere to the highest standards of good corporate governance. Those appointed to the board should be well prepared to undertake their role and responsibilities, add value to the deliberative and decision-making process and advance the authority's performance objectives.

A board's primary responsibility is to provide the vision and guidance necessary for the authority to fulfill its mission and meet its ethical and legal obligations. It is important for board members to be well-versed in the purpose and operations of the authority. New board members should familiarize themselves with the authority's mission, understand the responsibilities and expectations of their appointed position, and be willing and able to invest the time and effort to attend and actively participate in board meetings.

Recommended Practice: The Authorities Budget Office recommends that public authorities provide an orientation session for new board members upon appointment to the board. This orientation session at minimum should include an overview of the public authority and the new board member's responsibilities. Topics that should be reviewed with the new board member might include answers to the following questions:

- What are the board's fiduciary duties and responsibilities?
- What are the public's expectations for board members?
- What makes a board member "independent"?
- How is the board organized to do its work? How are decisions made?
- What information, staff and resources are accessible to members?
- When, where and how often are board and committee meetings held?
- How are special meetings handled?
- What laws, rules and regulations govern a board member's actions?

- How is board performance evaluated?
- Are members entitled to compensation or reimbursement?
- What is the mission and what are the values of the authority?
- Who are the authority's stakeholders?
- What is the organizational structure of the authority?
- What are the authority's major programs and services? What are the authority's current goals and priorities?
- How does the authority measure its performance to ensure it is effectively carrying out its mission?
- What are the authority's long-term goals and strategic direction?

New board members should also be given an overview of how to navigate through the public authority's web site, and where the board member can find the most recent information about the public authority. Some board members may be able to review policies, procedures and financials via the public authority's web site, while other board members may prefer hard copies. Depending on the culture of the public authority and its board, below are the types of documents that new board members should be able to easily access or be given at the time of their appointment, so that they may familiarize themselves with the public authority and their role and responsibilities on the board.

A. Board Information

- List of board members - names, affiliations, short biographies
- List of board committees, committee members, and charters
- Acknowledgement of fiduciary duties and responsibilities
- Calendar of board meetings and committee meetings
- Board and committee meeting minutes and agendas for the last two years
- Board member training schedule
- Code of ethics
- Conflicts of interest procedures
- Defense and indemnification policy
- Financial disclosure requirements and sample financial disclosure form

B. Authority's Background Information

- Mission statement
- Authority's enabling legislation*
- Performance measures for the year, including most recent measurement report
- Current By-laws

* Local Development Corporations should provide their articles of incorporation in lieu of an enabling legislation

C. Authority Organization and Structure

- Organizational chart
- List of staff with titles, short biographies of key staff
- Description of the authority's major departments/units and subsidiaries
- Description of major programs administered by the authority, including a list of grant and subsidies administered (if applicable)
- List of all active authority supported projects
- Authority's internal control assessment
- Authority's fee schedules (if applicable)
- Description of any material pending legislation
- Important dates for reporting deadlines; budget calendar
- Acronym dictionary - list of common acronyms used by the authority

D. Financial Information

- Authority's Annual Report
- Operating Budget (including an estimated vs. actual budget)
- Authority's Financial Audit for the last two fiscal years (including management letter and report on internal controls)
- Authority's debt schedule listing applicable debt caps, new debt issuances and outstanding debt including refinancings, refundings and defeasements
- Authority's current bond rating
- List of authority leases
- List and brief description of use of real property owned by the authority
- Four-year financial plan
- Current and projected capital budget

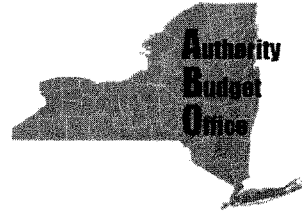
E. Policies & Reports

- Procurement Policy and Procurement Report
- Investment Guidelines and annual Investment Report
- Property Disposition Guidelines
- Uniform Tax Exemption Policy (for IDAs)
- Other required policies of the Authority (i.e. salary and compensation)

F. Other Applicable Laws and Guidance

- Public Authorities Reform Act of 2009
- Applicable sections of Public Authorities Law, General Municipal Law, Public Officers Law and State Finance Law
- Guidance issued by the Authorities Budget Office
- Other applicable State and Federal laws relating to the authority's operations
- Other applicable rules and regulations

Authorities Budget Office Policy Guidance



No. 17-01

Date Issued: January 27, 2017
Supersedes: 15-02

Subject: Board Member Training

Statutory Citation: Section 2824(2) of Public Authorities Law

Provision: Section 2824(2) of the Public Authorities Law, as amended by Section 18 of the Public Authorities Accountability Act, requires directors to “participate in State approved training regarding their legal, fiduciary, financial and ethical responsibilities as board members of an authority within one year of appointment to a board.” It also requires board members to “participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.”

The purpose of this training is to prepare individuals to understand and properly execute their role as board members and to be well-versed in the principles of corporate governance and the requirements of the law. Training provides the foundation for directors to exercise appropriate oversight and to recognize the responsibility they have to the mission of their organization, its management and staff, and to the public.

Authorities Budget Office Policy Guidance: The Authorities Budget Office (ABO) is overseeing the implementation of Section 2824(2) and has developed this Guidance to assist public authorities meet the requirements of the Act.

This Guidance outlines the training requirements and best practices for state and local public authority boards, including the timeframes for board member training, the board members who are required to receive training, board member training that meets this requirement, and the need for refresher training.

Training Requirements

Board members have 12 months from the date of their appointment to participate in training. As a best practice, the ABO recommends public authorities also conduct an internal orientation session for new board members upon their appointment to provide an overview of the authority's operations. Guidance on this subject is provided here:

<http://www.abo.ny.gov/recommendedpractices/NewBoardMemberOrientation.pdf>

Participation in training extends to all members, including voting and non-voting members, ex officio members or designees. Board members may only have a designee if it is stipulated in law (enabling statute) or articles of incorporation. As a best practice the ABO encourages management staff, including Counsel, to attend training when appropriate.

The Act requires directors to participate in continuing training to "remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance" (Section 2824(2)). As a best practice, the ABO recommends that directors participate in refresher training upon re-appointment to the Board or at least every three years.

The ABO has developed a comprehensive corporate governance curriculum and conducts training for directors and executive management of all state and local public authorities at no cost. Interactive webinar training, conducted by ABO staff is available on a regular basis during regular business hours. Authorities may sign up for training here:

<http://www.abo.ny.gov/training/onlinetraining.html>

It is the responsibility of the public authority to maintain documentation of board member participation in required training and to assure that board members are compliant with this requirement.

WARREN TOBACCO ASSET SECURITIZATION CORPORATION

Kevin B. Geraghty, President
1340 State Route 9, Lake George, NY 12845

Date: 10.7.25

Sample public authority board member self-evaluation

This example is based on guidance from the New York State Authorities Budget Office (ABO), the National Association of Corporate Directors (NACD), and other governance experts. The template below is a sample intended for a single public authority board member to confidentially evaluate their own performance. The full board should conduct a separate self-evaluation to assess its collective effectiveness.

Instructions: Rate your performance and provide narrative responses for self-improvement and organizational insight. The ratings are on a 1-5 scale, with 5 being the highest performance and 1 being the lowest.

Category 1: Fiduciary and legal duties

- **Understanding of mission:** I have a clear and consistent understanding of the public authority's mission and purpose.

1. Poor
2. Needs Improvement
3. Satisfactory
4. Very Good
5. Outstanding

- **Fiduciary responsibilities:** I understand my financial and ethical responsibilities as a board member.

1. Poor
2. Needs Improvement
3. Satisfactory

4. Very Good

5. Outstanding

- **Conflict of interest:** I effectively manage and disclose any potential or actual conflicts of interest.

1. Poor

2. Needs Improvement

3. Satisfactory

4. Very Good

5. Outstanding

- **Compliance:** I stay informed about and uphold relevant laws, regulations, and reporting requirements.

1. Poor

2. Needs Improvement

3. Satisfactory

4. Very Good

5. Outstanding

- **Independent judgment:** My decisions are based on independent judgment and are free from undue influence or self-interest.

1. Poor

2. Needs Improvement

3. Satisfactory

4. Very Good

5. Outstanding

Category 2: Performance and engagement

- **Meeting preparedness:** I review meeting materials thoroughly in advance and am well-prepared for discussions.
- **Meeting participation:** I actively and constructively participate in board and committee meetings.
- **Time commitment:** I dedicate the necessary time to fulfill my board and committee responsibilities.
- **Asking questions:** I am comfortable asking probing questions to ensure clarity and informed decision-making.
- **Leveraging network:** I use my personal and professional networks to help advance the authority's goals and mission.
- **Strategic input:** I contribute meaningfully to the board's strategic discussions and focus on critical issues.

Category 3: Board and organizational relations

- **Communication with leadership:** I maintain effective and appropriate communication with executive staff to stay informed.
- **Communication with peers:** I communicate effectively and professionally with other board members.
- **Stakeholder engagement:** I effectively represent the public authority and engage with external stakeholders.
- **Teamwork and support:** I work effectively as part of the board team and offer constructive support to my colleagues.

Category 4: Self-improvement and development

- **Strengths:** What do you believe were your most significant contributions to the board over the past year?
- **Areas for improvement:** What areas of your own performance or knowledge base could be strengthened?

- **Professional development:** What specific skills or knowledge do you need to develop to enhance your performance?
- **Role evolution:** How do you see your role on the board evolving over the next year to increase your impact?
- **Board support:** What changes could the board make to help you and other members be more effective?

WARREN COUNTY TOBACCO ASSET SECURITIZATION CORPORATION**COMPENSATION, REIMBURSEMENT AND TIME & ATTENDANCE POLICY****ARTICLE I.** **COMPENSATION OF AND REIMBURSEMENT TO OFFICERS, DIRECTORS AND MEMBERS**

Pursuant to the policies and procedures of the Warren County Tobacco Asset Securitization Corporation (the "Corporation"), as may be amended from time to time, the officers, directors and members shall receive no compensation from the Corporation for their services as an officer or member, but shall be reimbursed, upon the approval of the majority of the Corporation, for necessary and reasonable expenses incurred in the performance of their duties. Said expenses shall also include travel expenses which shall be reimbursed in accordance with the Travel Policy of the Corporation, as may be amended from time to time.

ARTICLE II. **COMPENSATION OF AND REIMBURSEMENT TO EMPLOYEES**

The Chief Executive Officer, the Chief Financial Officer, employees and agents of the Corporation shall serve at the pleasure of the Corporation at compensation levels determined and approved by the Corporation, which may be reviewed by the Agency at its discretion from time to time.

Upon approval of a majority of the directors of the Corporation, the Chief Executive Officer, the Chief Financial Officer employees and agents of the Corporation shall be reimbursed, for necessary and reasonable expenses incurred in the performance of their duties. Said expenses shall also include travel expenses which shall be reimbursed in accordance with the Travel Policy of the Agency, as may be amended from time to time.

ARTICLE III. **TIME & ATTENDANCE.**

1. The officers, directors and members of the Corporation shall be available as required to perform the operations and duties of the Agency as set forth in the Public Authorities Law, the General Municipal Law, the Certificate of Incorporation and the Bylaws of the Corporation, as may be amended from time to time.

2. Any employee who excessively exhibits unexcused absenteeism from work and who continuously fails to carry out the responsibilities and duties of said employment may result in termination of employment from the Corporation upon the majority vote of the directors.

Pursuant to Section 2824 of the Public Authorities Law, this Policy was duly adopted by the Warren County Tobacco Asset Securitization Corporation on _____.

**WARREN COUNTY TOBACCO ASSET SECURITIZATION
CORPORATION**

WHISTLEBLOWER POLICY

ARTICLE I. **PURPOSE AND SCOPE.**

It is the policy of the Warren County Tobacco Asset Securitization Corporation (the “Corporation”) to encourage reporting by its officers, directors, members and employees of improper action(s) taken by Corporation officers, directors, members or employees and to protect the Corporation officers, members and/or employees who have reported information concerning acts of wrongdoing, misconduct, malfeasance or other inappropriate behavior by an officer, director, member or employee in accordance with the Corporation’s policies and procedures set forth herein. This Whistleblower Policy (the “Policy”) is further enacted pursuant to the Public Authorities Accountability Act of 2005, specifically Section 2824 of the Public Authorities Law.

ARTICLE II. **DEFINITIONS.**

1. “Improper action” shall mean any action of an officer, member or employee of the Corporation:

(a.) that is undertaken in the performance of the officer’s, director’s, member’s or employee’s official duties, whether or not the action is within the scope of the officer’s, director’s, member’s or employee’s employment; and

(b.) that (i) is in violation of any federal, state, or local law, rule or the Code of Ethics; (ii) is an abuse of authority; (iii) is of substantial and specific danger to the public health or safety; (iv) or is a gross waste of public and/or Corporation funds.

“Improper action” shall not include personnel actions, including employee grievances, complaints, appointments, promotions, transfers, assignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, violations of collective bargaining or civil service laws, alleged violations of labor agreements or reprimands.

2. “Retaliatory action” means any adverse change in the terms and conditions of an employee’s employment.

ARTICLE III. REPORTING RESPONSIBILITY.

It is the responsibility of all the officers, directors, members and employees to comply with this Policy and to report violations or suspected violations in accordance with this Policy, the Code of Ethics and any other federal, state or local law.

ARTICLE IV. NO RETALIATION.

No officer, director, member or employee who in good faith reports an improper action shall suffer harassment, retaliation or adverse employment consequence. An officer, director, member or employee who retaliates against someone who has reported an improper action in good faith is subject to discipline up to and including termination of employment or removal as officer and/or member. This Policy is intended to encourage and enable officers, members and employees to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

ARTICLE V. PROCEDURES FOR REPORTING.

1. Corporation officers, directors, members and employees who suspect or become aware of improper action(s) should raise the issue first with the Chairman. If requested by the President, the officer, director, member or employee shall submit a written report to the President and the Corporation's counsel, stating in detail the basis for the officer's, director's, member's or employee's belief that an improper action may have or has occurred. Where the officer, director, member or employee reasonably believes the improper action involves the President, the officer, director, member or employee may raise the issue directly with the Vice President.

2. With the assistance of Corporation counsel, the President or the Vice President, as the case may be, shall take prompt action to properly investigate the improper action. The Corporation officers, directors, members and employees involved in the investigation shall keep the identity of reporting officer, director, member or employee confidential to the extent possible, under law, unless the officer, director, member or employee authorizes the disclosure of their identity in writing. After an investigation has been completed, the officer, director, member or employee reporting the improper action shall be advised of a summary of the results of the investigation, except that personnel actions taken as a result of the investigation may be kept confidential.

3. Corporation officers, directors, members or employees who fail to make a good faith attempt to follow the Corporation procedures set forth in this Policy will not be afforded the protection provided by the Corporation in accordance with this Policy.

ARTICLE VI. PROTECTION AGAINST RETALIATORY ACTIONS.

1. Corporation officers, directors and members are prohibited from taking retaliatory action against a Corporation employee because he has, in good faith, reported an improper action in accordance with this Policy.

2. Employees who feel that they have been retaliated against for reporting an improper action should advise the President, in writing, no later than thirty (30) days after the occurrence of the alleged retaliatory action. The President, with the assistance of Corporation counsel, shall take appropriate action to investigate and address complaints of retaliation within thirty (30) days of the written report being filed with the President.

3. If the President does not satisfactorily resolve an employee's complaint that he has been retaliated against in violation of this Policy, the employee may obtain protection under this Policy by providing a written notice to the Vice President and Corporation's Counsel that (i) specifies the alleged retaliatory action and (ii) specifies the relief requested. The Vice President shall take appropriate action to investigate and address the complaint of retaliation within thirty (30) days of the written report being filed with the Vice President.

ARTICLE VII. RESPONSIBILITIES.

The Governance Committee is responsible for implementing the Corporation's Policy for reporting improper actions and for protecting employees against retaliatory actions. This includes ensuring that this Policy is made available to any officer, director, member or employee upon request and is provided to all newly appointed, elected and/or hired employees. Violations of this Policy may result in appropriate disciplinary action, up to and including, dismissal or removal from position of officer or member and employee.

ARTICLE VIII. ACTING IN GOOD FAITH.

Any person filing a complaint concerning an improper action must be acting in good faith and have reasonable grounds for believing that the information disclosed is indicative of an improper action. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

ARTICLE IX. CONFIDENTIALITY.

Violations or suspended violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

This Policy was duly adopted by the Warren County Tobacco Asset Securitization Corporation on _____.

GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Warren County Tobacco Asset Securitization Corporation (the “Corporation”) on the 12th day of December, 2012.

Purpose

Pursuant to Article IX, Section 2 of the Corporation’s bylaws, the purpose of the governance committee is to assist the Corporation by keeping the Corporation members informed of current best practices in corporate governance; updating the Corporation’s corporate governance principles and governance practices; and advising those responsible for appointing members to the Corporation on the skills, qualities and professional or educational experiences necessary to be effective Corporation members and directors.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article IX, Section 2 of the Corporation’s bylaws. The governance committee shall be comprised of at least one (1) independent member appointed by the Corporation’s Board of Directors.

Governance committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, governance committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting. Minutes of these meetings are to be recorded.

Responsibilities

- Develop the Corporation’s governance practices. These practices should address

transparency, independence, accountability, fiduciary responsibilities, and management oversight.

- Develop and recommend to the Corporation the number and structure of any addition committees to be created by the Corporation.
- Develop and provide recommendations to the Corporation regarding Corporation member education, including new member orientation and regularly scheduled member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Corporation on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Corporation's governance process.

Evaluation of the Corporation's Policies

The governance committee shall:

- Review and make recommendations on an as needed basis, for revisions to the Corporation's code of ethics and written policies regarding conflicts of interest; protection of whistleblowers from retaliation; equal opportunity and affirmative action; procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process; and the disposition of real and personal property.
- Develop and recommend to the Corporation any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's bylaws.
- Oversee the implementation and effectiveness of the bylaws and other governance documents and recommend modifications as needed.