

**RESOLUTION ADOPTING BY-LAWS FOR THE REVOLVING LOAN FUND  
LOAN REVIEW COMMITTEE**



WHEREAS, organizational by-laws provide guidance and clarification of the purpose, procedures and rules of a body such as the Ontario County Revolving Loan Fund loan review committee; and

WHEREAS, the Ontario County Revolving Loan Fund loan review committee adopted the by-laws attached hereto on April 3, 2007; and

WHEREAS, the Planning and Research Committee of the Ontario County Board of Supervisors approved these by-laws on April 25, 2007; now therefore be it

RESOLVED, that the attached bylaws of the Ontario County Revolving Loan Fund loan review committee are hereby approved and adopted.

**BYLAWS**  
**of the**  
**ONTARIO COUNTY REVOLVING LOAN FUND LOAN REVIEW**  
**COMMITTEE**  
(Adopted April 2007)

**Article I: Membership, Staff and Chair**

Section 1. Membership. Pursuant to Ontario County Board of Supervisors resolutions 664-1983, 552-1996, 708-1998, and other relevant resolutions, the members of the Ontario County Revolving Loan Fund ("RLF") Loan Review Committee ("the Committee") shall be appointed by the Ontario County Board of Supervisors ("BOS") to terms the length of which shall be determined by the BOS, and shall review and analyze applications for RLF community development block grant funded loans by companies seeking to locate their operations, or to expand existing operations, in Ontario County, pursuant to the criteria and regulations applicable to the community development block grant program. Committee members shall not be compensated for their participation on the Committee.

Section 2. Staff and professional services. The Ontario County Office of Economic Development and the Ontario County Finance Department shall provide staff services to the Committee, including but not limited to the services of the Assistant Economic Developer, Economic Development Finance Manager and secretarial and/or administrative support personnel. Staff shall be responsible for, inter alia, keeping the public apprised of the availability of RLF loans, providing initial screening of potential loan applications, assembling and presenting loan applications and related supporting documentation to the Committee, maintaining the Committee's calendar and creating its agenda for each meeting, creating and maintaining minutes of all Committee meetings, maintaining the files and records of the Committee's activities, disseminating public notices of Committee meetings, presenting the Committee's loan approval recommendations to the Ontario County Board of Supervisors and its committees for final approval, notifying unsuccessful loan applicants that the Committee has declined to grant their loan requests, working with counsel and other professionals to prepare and assemble loan documentation packages, executing loan documentation pursuant to Ontario County Board of Supervisors resolution 762-1994, preparing and submitting

required reports to County, State and/or Federal officials, and responding to requests for information from the public.

Legal services shall be provided to the Committee by the Ontario County Attorney's Office and by outside counsel retained by the County as needed. Other specialized professional services shall be provided by contractors retained by the County as needed.

Section 3. Chair. By majority vote of the Committee membership, one member of the Committee shall be appointed Chair of the Committee, who will preside over meetings of the Committee, as well as an alternate Chair who will preside over Committee meetings in case the Chair is unavailable to attend or preside over such meetings. The Chair and alternate shall be appointed to one-year terms in these roles. If both the Chair and alternate Chair are not present at a meeting of the Committee, the Chair may designate a temporary Chair to preside over such a meeting.

## **Article II: Meetings, Quorum and Voting**

Section 1. Meetings. Committee meetings shall be held at 7:30 a.m. on the first Tuesday of each month, or on such other date or dates, or at such other time or times as shall from time to time be designated in the notice of the meeting. All Committee meetings shall be held at the Ontario County Office of Economic Development, 20 Ontario Street, Canandaigua, New York, or at such other place or places as shall from time to time be designated in the notice of the meeting. Pursuant to New York Public Officers Law sections 100 through 108 ("the Open Meeting Law"), with the exception of matters discussed in executive session or as otherwise provided under the Open Meeting Law, all Committee meetings shall be open to the general public and shall be publicly noticed in a manner consistent with the Open Meeting Law.

Section 2. Quorum. A majority of the members of the Committee shall constitute a quorum. In the absence of a quorum, the members in attendance at the meeting may adjourn the meeting to a specified date.

Section 3. Voting. Each Committee member shall represent one vote. Whenever any action is to be taken, other than the election of the Chair and his/her alternate, amendment or adoption of these bylaws, or as may be required by law, it shall

be authorized by a majority of the votes cast by a quorum of the Committee. Committee recommendations for approval of loan applications shall be conveyed to the Ontario County Board of Supervisors and its committees for final approval. Committee decisions to deny loan applications are final and shall be conveyed to the applicant by the Assistant Economic Developer or his/her designee.

### **Article III: Conflicts of Interest and Ethics Policies**

Section 1. Standards of Conduct. The provisions of General Municipal Law §§ 800 et seq., the Ontario County Ethics Policy and applicable HUD regulations establish the conflicts of interest and ethics standards applicable to the Committee. Pursuant to those standards, no member of the Committee or County staff may have a pecuniary interest in an entity applying for an RLF loan and may not benefit from the business of the Committee unless such person's interest falls under the provisions of General Municipal Law § 802. In the case of a conflict under General Municipal Law § 802, the Committee member or County staff member shall disclose his or her interest and shall recuse him or herself from any discussion or voting with regard to that matter. If such recusal results in the loss of quorum, the loan application at issue shall be considered at the next meeting at which a quorum of Committee members is present, not including the recused member. For any conflict of interest arising under General Municipal Law § 801, recusal of a Committee member from consideration or voting on the loan application will not cure the conflict of interest. Pursuant to HUD regulations, Committee members shall continue to be bound by these restrictions for one (1) year after their membership on the Committee ends.

Section 2. Gifts. No Committee member or County staff member shall directly or indirectly, solicit any gift or accept or receive any gift having a value of twenty five dollars (\$25.00) or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form from any person or entity doing business or applying for monetary assistance from the RLF, or under the circumstances in which it could be reasonably be inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her in the

performance of his or her official duties or intended as a reward for any official action on his or her part.

Section 2. Confidential Information. No Committee member or County staff member shall disclose confidential information acquired by him or her in the course of his or her duties associated with the OCRLF, except as needed to carry out the business of the OCRLF, or use such information to further his or her personal interest or that of any family member or business associate.

#### **Article IV: Indemnification of Committee Members**

By Resolution No. 673-2006, Ontario County has agreed to defend and indemnify all Committee members against any and all claims or actions against them arising from or based upon their alleged unintentional wrongdoing in the course and scope of such members' participation on the Committee. Within five (5) calendar days of receipt of written notice of any such claim or lawsuit, the Committee member shall notify the Economic Developer or the Assistant Economic Developer and provide him/her with a copy of such written notice.

#### **Article V: Amendments**

These by-laws may be amended, repealed or adopted only by recommendation by a majority of the members of the Committee and by approval of the Ontario County Board of Supervisors.