

**City of Middletown**  
**Community Development Agency**  
**Bylaws – Policies – Mission**  
**2021**



**Adopted: January 19, 2021**

**Mission Statement:**

The Middletown Community Development Agency's purpose is to plan and implement programs involving the rehabilitation and revitalization of both the residential and commercial sectors of the City of Middletown, foster economic growth, provide assistance to public service organizations, eliminate blight, promote neighborhood stabilization, and improve housing opportunities for low- and moderate-income residents of the City of Middletown.

The Middletown Community Development Agency will implement its mission by undertaking initiatives principally geared toward the elimination of blighted and deteriorated conditions existing among the City's residential and commercial properties. The Middletown Community Development Agency will acquire blighted properties, provide resources for rehabilitation of acquired properties, and will create financing mechanisms to allow for the acquisition of and rehabilitate properties for homeownership by low- and moderate-income residents.

**Funding:**

The Middletown Community Development Agency will be capitalized with municipal resources as well as other state and federal financial resources.

**History:**

The City of Middletown Community Development Agency is a public benefit corporation which has been authorized to be reestablished by New York State legislation on July 18, 2012 at the request of the City of Middletown. It functions as an "Urban Renewal Agency" under Articles 15, 15-A, and Section 633 of Article 15-B of the General Municipal Laws of the State of New York and was enacted into law as Chapter 200 of the Laws of 2012, While it is an independent entity from the City of Middletown government, the City of Middletown Common Council and Mayor are the members of the Middletown Community Development Agency Board of Directors pursuant to Section 601-a of the New York General Municipal Law. The Common Council has adopted the City of Middletown Urban Renewal Plan which will guide the operation of the Middletown Community Development Agency.

**Middletown Community Development Agency Performance Goals: (Adopted June 03, 2014)**

- Operate in a fiscally conscientious and responsible manner.
- To continually assess the needs of the City's residents, and to strive to apply the Agency's services where they will create the most benefit and community vitality.
- To meet the needs of the community by working to secure state and federal funding for City and community priorities.
- To cultivate community trust and engagement by operating in a transparent and easily accessible manner.
- To meet the needs of the residents of the City of Middletown by supporting local public service agencies and programs.
- Assist City of Middletown municipal departments including Code Enforcement, Office of Economic and Community Development and the Department of Public Works to identify blighted properties and assist in the rehabilitation and repositioning of subject properties through funding programs aimed at the removal of blight in residential neighborhoods and improve the economic development of the City.

Adopted and approved this 19th day of January 2021.

**CODE OF ETHICS**  
**MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

The members of the Board of Directors (the “Board”) of the Middletown Community Development Agency (the “Agency”), along with the officers and employees of the Agency, shall comply with and adhere to the provisions of Article 18 of the General Municipal Law of the State, entitled Conflicts of Interest of Municipal Officers and Employees.

In addition, no member of the Board, officer, or employee of the Agency shall:

- (1) Accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties for the Agency;
- (2) accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position of authority with the Agency;
- (3) disclose confidential information acquired by him or her in the course of his or her official duties with the Agency nor use such information to further his or her personal interests;
- (4) Use or attempt to use his or her official position with the Agency to secure unwarranted privileges or exemptions for himself, herself or others;
- (5) Engage in any transaction as a representative or agent of Agency with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties with the Agency;
- (6) not, by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties with the Agency, or that he or she is affected by the kinship, rank, position or influence of any party or person;
- (7) abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her official duties with the Agency and his or her private interest; and
- (8) endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in or that are in violation of his or her trust in connection with his or her official duties with the Agency.

Approved and adopted this 19th day of January, 2021

**BY-LAWS OF THE  
MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

ARTICLE I

THE AGENCY

SECTION 1 – NAME OF AGENCY: The name of this agency is the Middletown Community Development Agency (MCDA).

SECTION 2 – MEMBERSHIP ON THE MCDA BOARD: The MCDA Board of Directors will consist of ten (10) members, being the Mayor and all the members of the City of Middletown Common Council. The Mayor and members of the City of Middletown Common Council serve as members of the MCDA pursuant to Section 601-a of the New York General Municipal Law.

SECTION 3 – SEAL OF THE AGENCY: The seal of the MCDA is in the form of a circle bearing the inscription “Middletown Community Development Agency.”

ARTICLE II

OFFICERS AND EMPLOYERS

SECTION 1 – OFFICERS: The officers of the MCDA Board are the Chairperson and Vice Chairperson. The Chairperson shall be the Mayor pursuant to Section 601-a of the New York General Municipal Law. The Vice Chairperson shall be elected at the annual meeting of MCDA from among the members of the MCDA Board.

The Vice Chairperson will hold the office for one (1) year thereafter or until her/his successor is elected and qualified.

SECTION 2 - CHAIRPERSON: The Chairperson will preside at all meetings of the MCDA, appoint committees, and perform such other duties as may be required by law or as instructed by the MCDA Board. Except as otherwise authorized by resolution of MCDA, the Chairperson will sign all contracts and other instruments made by MCDA, except that checks will require the signature of two persons, as set forth below.

SECTION 3 - VICE CHAIRPERSON: The Vice Chairperson will act as Chairperson when the Chairperson is absent and will perform all the duties of the Chairperson, including the signing of the documents, as provided above, in the absence or incapacity of the Chairperson and during a vacancy in the office of Chairperson.

SECTION 4 – EMPLOYEES: MCDA will appoint or contract for the following positions:

1. Executive Director
2. Attorney
3. Secretary

4. Treasurer
5. Other employees or contractors as determined by the MCDA Board.

As authorized by New York General Municipal Law, any such employees and/or contractors may also be employees of the City of Middletown, New York.

SECTION 5 – EXECUTIVE DIRECTOR: The Executive Director will be the administrative officer of MCDA who will see that the plans, orders, directives, rules, and contracts of MCDA are faithfully executed. She/he will attend all meetings of MCDA. She/he shall carry out all official correspondence and is authorized to prepare, sign, and submit all applications, reports, forms, documents, and records required or authorized by MCDA.

The Executive Director will serve at the pleasure of the MCDA Board and will receive compensation as fixed by the Board. She/he may be bonded if the Board deems it necessary.

SECTION 6 - ATTORNEY: MCDA shall appoint or contract for an Attorney who will be responsible to MCDA. She/he will be the legal advisor to the Board, the Executive Director, and MCDA. The Attorney will furnish opinions or written reports on any question of law involving the agency, if requested. She/he will draw or approve all contracts, deeds, or other legal instruments to which MCDA is a party or has an interest. She/he will represent the MCDA in any litigation involving the MCDA.

SECTION 7 - SECRETARY: The Secretary will keep the records of MCDA, record attendance at meetings, and record all proceedings and votes in a minute book to be kept for such purpose. She/he will have the power to affix the seal of MCDA, which is kept in the MCDA office, to any and all documents authorized to be executed by MCDA. The Secretary will attest to the authenticity of all authorized documents and perform other duties required by the MCDA Board.

SECTION 8 - TREASURER: The treasurer will be responsible for the funds of MCDA and oversee the disbursement of funds. She/He, and the officers of MCDA, have the authority to issue and sign checks when in the receipt of payment vouchers certified by the Executive Director. All checks require the signature of two persons, one of whom must be the Treasurer or such other official as designated by the MCDA Board. A monthly report of the expenditures of MCDA will be presented by the Treasurer at each Board meeting.

SECTION 9 - OTHER EMPLOYEES AND/OR CONTRACTORS: Such other employees and/or contractors as the MCDA Board shall determine as necessary for the proper administration of MCDA.

SECTION 10 – POWERS AND DUTIES OF THE MEMBERS OF THE BOARD: The powers and duties of the members of the MCDA Board are set forth in Article Fifteen A (15A) of the General Municipal Law of the State of New York. The members of the Board shall perform such duties as are incumbent upon them by reason of their office and such other duties as are incidental to the office and which may from time to time be authorized by resolution of the MCDA. The

MCDA Board may create such committees, and delegate to those committees powers, as it deems appropriate or as otherwise required by New York State law.

### ARTICLE III

#### MEETINGS

SECTION 1 – ANNUAL MEETING: The annual meeting of the agency shall be held on the third Tuesday in January for the purpose of receiving the Annual Report from the Executive Director, election of Vice Chairperson, and for the conduct of such other business as may come before the meeting.

SECTION 2 – REGULAR MEETING: Regular meetings of the MCDA Board will be held on the first Tuesday of each month. In the event that the date of the regular meeting shall fall on a legal holiday, the meeting will be held on a day as close thereto as possible, as determined by the Chairperson of MCDA, and notice of such meeting, with an agenda, shall be delivered to the Board members at least four (4) days in advance of such meeting.

SECTION 3 – SPECIAL MEETINGS: Special meetings may be called by the Chairperson when she/he deems it necessary or at the request of any three members of the MCDA Board for the purpose of transacting specific items of business for which the meeting is called. At the special meeting, the items of the business must be only those specified in the agenda of the special meeting. Other items of business can only be added to the agenda with the unanimous consent of all of the members of the Board.

The call for a special meeting may be delivered to any member of MCDA, left at his/her place of residence or place of business, or mailed to his/her business or home address. Notice of the special meeting must be delivered or mailed at least two (2) days prior to the date of the meeting, if possible. Notice of the special meeting must be delivered via fax, e-mail or other means to the media at least two (2) days prior to the date of the meeting, if possible, and must be posted on the City of Middletown's website.

SECTION 4 – QUORUM: At all meetings of the MCDA Board, a majority of the members attending in person, and not by proxy, shall constitute a quorum.

SECTION 5 – ORDER OF BUSINESS: At the regular meetings of the MCDA Board, the following shall be the order of business:

- |                                   |                             |
|-----------------------------------|-----------------------------|
| A. Roll Call                      | E. Bills and Communications |
| B. Minutes                        | F. Old Business             |
| C. Financial Report               | G. New Business             |
| D. Executive Director's<br>Report | H. Adjournment              |

ARTICLE IV  
AMENDMENTS

The Bylaws may be amended at any regular or special meeting by a majority of the members of the MCDA Board provided the proposed amendment shall have been submitted in writing to the members of the MCDA Board at least five days prior to the regular or special meeting at which a vote is taken on said proposed amendment.

ARTICLE V  
INDEMNIFICATION

The MCDA may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she/he was a director, officer, employee or agent of the MCDA, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The MCDA may purchase or obtain such insurance as the MCDA Board determines to be reasonably necessary.

ARTICLE VI  
MISCELLANEOUS

SECTION 1 – BOOKS AND RECORDS: The MCDA shall keep at the principal office of the MCDA complete and correct records and books of account of the MCDA, including a minute book, which shall contain a copy of the MCDA's organizational documents, a copy of these By-Laws and all minutes of meetings of the Board, or any committee thereto.

SECTION 2 – FISCAL YEAR: The fiscal year of the MCDA shall be a calendar year.

SECTION 3 – DEPOSITORIES AND CHECKS: The MCDA Board is authorized to select such depositories as it shall deem proper for the funds of the MCDA and shall determine who shall be authorized on the MCDA's behalf to sign bills, notes, receipts, checks and the like.

SECTION 4 – FUNDS AND ASSETS: The funds and assets of the MCDA may be retained in whole or in part in depository accounts at a bank or financial institution appropriately insured or be invested and reinvested from time to time in such property, real, personal or otherwise, including mortgages, as the MCDA Board may deem desirable or advisable, or as otherwise required by law.

SECTION 5 – AUDIT: The MCDA Board will cause an audit to take place yearly in accordance with the requirements of New York State law.

Approved and adopted this 19th day of January, 2021.

**COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY  
MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

Pursuant to and in accordance with Sections 553 and 601-A of the General Municipal Law (“GML”) of the State of New York, the members of the Board of Directors of the Middletown Community Development Agency (the “Board”) shall serve without salary but may be reimbursed for reasonable expenses incurred in the performance of the Agency duties upon the approval of the Board.

The officers, employees and agents of the Agency shall serve at the pleasure of the Agency at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Agency duties upon the approval of the Board. If officers, employees or agents of the Agency are also employees or agents of the City of Middletown, the Agency shall pay to the City of Middletown the Agency’s agreed proportion of the compensation or costs in accordance with Section 554 of the GML.

The members of the Board and officers and employees of the Agency shall be available as required to perform the operations of the Agency and as set forth within the By-Laws of the Agency, as may be amended, restated or revised by the Board from time to time. Said members and officers and employees of the Agency shall put forth their reasonable best efforts to perform their respective duties as outlined in the By-Laws of the Agency and any other directives of the Board relating to same.

Approved and adopted this 19th day of January, 2021.



**DISPOSITION OF REAL PROPERTY GUIDELINES ADOPTED  
PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW**

**SECTION 1. DEFINITIONS**

A. "Contracting officer" shall mean the officer or employee of the Middletown Community Development Agency ("the Agency") who shall be appointed by resolution or the By-Laws to be responsible for the disposition of the property.

B. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

C. "Property" shall mean personal property in excess of five thousand dollars (\$5000.00) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

**SECTION 2. DUTIES**

A. The Agency shall:

1. maintain adequate inventory controls and accountability systems for all property owned by the Agency and under its control;
2. periodically inventory such property to determine which property shall be disposed of;
3. produce a written report of such property in accordance with subsection B herewith; and
4. transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

B. The Agency shall:

1. publish, not less frequently than annually, a report listing all real property owned in fee by the Agency. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Agency and other relevant terms and conditions of the sale and the name of the purchaser for all such property sold by the Agency during such period and

2. deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of the State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the Senate and the Speaker of the Assembly).

### SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Agency, upon the approval of the Board of Directors of the Agency ("the Board"). The Agency shall have the right to dispose of its property for any valid corporate purpose and/or in accordance with the Agency's Urban Renewal Plan, as the same may be amended from time to time. To the extent the Guidelines contained herein are in conflict with the Urban Renewal Plan, the terms of the Urban Renewal Plan shall govern.

B. Custody and Control. The custody and control of Agency property, pending its disposition, and the disposal of such property, shall be under the auspices of the Board.

C. Method of Disposition. Unless otherwise permitted by the Urban Renewal Plan, the Agency *may dispose of property for less than its fair market value by sale, exchange or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Board deems proper.* The Agency may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable laws, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal for the value of such property has been made by an independent appraiser and included in the record of the transaction or

such other documentation is provided as may be required or recommended by the Urban Renewal Plan. (italics is the amended November 3, 2014 version)

D. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Agency, purporting to transfer title or any other interest in property of the Agency in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as may concern title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of the lack of such compliance prior to the closing.

E. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

1. Except as permitted by applicable law or the Urban Renewal Plan, all disposals or contracts for disposal of property made or authorized by the Agency shall be made after publicly advertising for bids except as provided in subsection 3 of this Section E.

2. Whenever public advertising for bids is required under subsection 1 of this Section E:

a. the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;

b. all bids shall be publicly disclosed at the time and place stated in the advertisement; and

c. the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Agency, price and other factors considered; provided, that all bids may be rejected at the Agency's discretion.

3. Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections 1 and 2 of this Section E but subject to obtaining such competition as is feasible under the circumstances, if:

a. the personal property involved is of a nature and quantity which, if disposed of under subsections 1 and 2 of this Section E, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

b. the fair market value of the property does not exceed fifteen thousand dollars;

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

d. the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

e. the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal for the property is intended to further the public health, safety or welfare or an economic development interest of the Agency, the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the authority's enabling legislation permits or other economic development initiatives), the purpose and the terms of such disposal are documented in writing and approved by resolution of the Board; or

f. such action is otherwise authorized by law.

4. A. An explanatory statement shall be prepared regarding the circumstances of each disposal of property by negotiation of:

1. any personal property which has an estimated fair market value in excess of fifteen thousand dollars;

2. any real property that has an estimated fair market value in excess of one hundred thousand dollars, except that any real property disposed of by lease or exchange shall only be subject to clauses 3 through 5 of this subparagraph;

3. any real property disposed of by lease for a term of five years or less, if the estimated fair annual rent is in excess of one hundred thousand dollars for any of such years;

4. any real property disposed by lease for a term of more than five years, if the total estimated rent over the terms of the lease is in excess of one hundred thousand dollars; or

5. any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

B. Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Agency making such disposal.

These Guidelines are subject to modification and amendment at the discretion of the Board and shall be filed annually with all local and state agencies as required under applicable law.

The designated Contracting Officer for the Agency is the Executive Director.

Approved and adopted this 19<sup>th</sup> day of January, 2021.

## CONFLICT OF INTEREST POLICY

*Board members and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate.*

*This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.*

**Conflicts of Interest:** A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Authority. Perceived conflicts of interest are situations where there is the appearance that a board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member or employee may be influenced to act in a manner that does not represent the best interests of the authority. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the authority participates.
- The ability to use his or her position, confidential information or the assets of the authority, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties. Outside Employment of Authority's Employees: No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the authority.

### PROCEDURES

**Duty to Disclose:** All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the authority.

**Determining Whether a Conflict of Interest Exists:** The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee and/or Ethics Officer should seek guidance from counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

**Recusal and Abstention:** No board member or employee may 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, 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 organization in which he or she is deemed to have an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

**Records of Conflicts of Interest:** The minutes of the authority's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

**Reporting of Violations:** Board members and employees should promptly report any violations of this policy to his or her supervisor, or to the public authority's ethics officer, general counsel or human resources representative in accordance with the authority's Whistleblower Policy and Procedures. Penalties: Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules or regulations.

Approved and adopted this 19<sup>th</sup> day of January 2021

**DEFENSE AND INDEMNIFICATION POLICY  
MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

Pursuant to the By-Laws of the Middletown Community Development Agency (the "Agency"), the Agency shall indemnify all members of the Board of Directors of the Agency ("the Board") and each officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Agency or on its behalf, to the fullest extent to which indemnification is permitted under the General Municipal Law of the State of New York. The Agency may purchase such insurance policy or policies to effectuate this purpose as the Board may from time to time determine to be appropriate.

Approved and adopted this 19th day of January, 2021



**PROCUREMENT POLICY**  
**MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

**PROCUREMENT POLICY**

1. Adoption of procedures.

The following procedures are adopted for procurement of goods and services.

2. Purchases.

For purchases, the following procedures are to be followed:

A.

For purchases of items costing over \$20,000, competitive bidding in accordance with applicable laws and regulations is required.

B.

For purchases of items costing between \$5,000 and \$19,999.99, three or more written price quotes from suppliers are required.

C.

For purchases of items costing between \$2,000 and \$4,999.99, three or more verbal quotes from suppliers are required.

D.

For purchases of items costing between \$0 and \$1,999.99, appropriate verbal quotes from suppliers, in the discretion of the department head undertaking the purchasing, are required.

3. Public works contracts.

For public works contracts, the following procedures are to be followed: A.

For contracts over \$35,000, competitive bidding in accordance with applicable laws and regulations is required.

B.

For contracts between \$5,000 and \$34,999.99, three or more written quotes from qualified contractors are required.

C.

For contracts between \$2,000 and \$4,999.99, three or more verbal quotes from qualified contractors are required.

D.

For contracts between \$0 and \$1,999.99, appropriate verbal quotes from qualified contractors, in the discretion of the department head who wishes to enter into the contracts, are required.

4. Other services.

[Amended 2-5-2013] A.

In the event it can be anticipated that a particular service (e.g., painting services) may be required by the Agency for various projects which, in total, are expected to exceed \$35,000 for the year, then the procurement of those services will be subject to competitive bidding.

B.

There are, however, certain types of services provided to the Agency that may be considered routine and delivered in the ordinary course of business that are not capable of precise cumulative monetary calculation but are necessary to be incurred promptly and/or locally to protect health, welfare. In such cases, the cumulative payment to those companies may total more than \$35,000 per year, but it is impossible to know from year to year whether such costs will exceed \$35,000. In such cases, and in accordance with § 104-b, Subdivision 2g, of the New York General Municipal Law, it is the determination of the Agency that the best interests of the Agency will not be served by competitive bidding in such cases but that the department head charged with such purchases may obtain such routine services as needed by the Agency in the ordinary course of business from time to time.

C.

Notwithstanding the foregoing, if the department head charged with such purchase determines that the anticipated service covered by that one purchase likely will exceed the cost of \$35,000 and such service is not the subject of any exception under this procurement policy (such as an emergency purchase or the purchase from a sole source supplier), then the procurement of such service will be subject to competitive bidding as set forth elsewhere in this chapter.

#### 5. Verbal quotes.

Whenever this policy allows for verbal quotes, the department head must maintain a written log which lists appropriate information from each supplier or contractor supplying such verbal quotes.

#### 6. Exceptions.

Exceptions to the above procurement processes are to be allowed in purchases or public work contracts which involve emergencies, true leases, and sole source purchases. In such events, the responsible department head must document the circumstances allowing the exception to the above procurement processes and should, whenever possible, attempt to make purchases and secure public works contracts at the lowest possible cost and should obtain at least three verbal quotes, to the extent possible under the circumstances.

#### 7. Requests for proposals.

Whenever possible, professional services are to be obtained through requests for proposals (RFPs) issued by the Agency board. All responses to RFPs are to be reviewed by the Finance Committee, which must make a recommendation to the Board for final approval.

#### 8. Award to other than lowest bidder.

Whenever any contract is awarded to other than the lowest bidder or proposer, the reasons are to be set forth in writing and filed with the appropriate department or board.

9.

Effect on other procedures.

Nothing in these procurement processes changes any administrative procedures required by the Bylaws of the Agency, such as the approval of the Finance Committee for purchases and contracts.

10. Contracts awarded based on best-value analysis.

[Added 6-3-2014 by L.L. No. 2-2014]

Notwithstanding anything else contained in this chapter to the contrary, the Agency Board, after approval of the Finance Committee, may award purchase contracts and service contracts that have been procured pursuant to competitive bidding or otherwise under New York General Municipal Law § 103(1) or this chapter by either the lowest responsible bidder standard or the best-value standard.

A.

"Best value" is defined in State Finance Law § 163 to mean "the basis for awarding contracts for services to the offerer which optimizes quality, cost and efficiency, among responsive and responsible offerers. Such basis shall reflect, wherever possible, objective and quantifiable analysis. Such basis may also identify a quantitative factor for offerers that are small businesses or certified minority- or women-owned business enterprises as defined in subdivisions one, seven, fifteen and twenty of section three hundred ten of the [New York] Executive Law to be used in evaluation of offers for awarding of contracts for services." For purposes of this section, the Agency board adopts the above definition of "best value," as the same may be modified from time to time by the State Legislature.

B.

Pursuant to New York General Municipal Law § 103(1), the best-value standard may be used for purchase contracts, including contracts for service work, but it excludes and may not be used for any purchase contracts necessary for the completion of public works contracts pursuant to New York Labor Law Article

C.

If the monetary thresholds of New York General Municipal Law § 103 are increased or decreased in the future by the State Legislature, the monetary thresholds set forth herein will be deemed simultaneously amended to match the new General Municipal Law thresholds.

D.

Whenever any contract is awarded by the Agency board (after approval of the Finance Committee on the basis of best value instead of the lowest responsible bidder, the basis for determining best value will be thoroughly and accurately documented. Such documentation may include, but is not necessarily limited to, the cost of maintenance; durability; availability of replacement parts or maintenance contractors; longer product life; product performance criteria; quality of craftsmanship; or compatibility with existing Agency buildings or property.

Approved and adopted this 19th day of January, 2021



**INVESTMENT POLICY**  
**Middletown Community Development Agency**

**INVESTMENT POLICY**

**1**                    **SCOPE**

This investment policy applies to all monies and other financial resources available for investment on its own behalf or on behalf of any other entity or individual.

**2**                    **OBJECTIVES**

The primary objectives of the city of Middletown's investment activities are, in priority order,

- ✓ **Legal:** to conform with all applicable federal, state and other local requirements;
- ✓ **Safety:** to adequately safeguard principal;
- ✓ **Liquidity:** to provide sufficient liquidity to meet all operating requirements; and
- ✓ **Yield:** to obtain reasonable rate of return.

**3**                    **DELEGATION OF AUTHORITY**

The governing board's responsibility for administration of the investment program is delegated to the Treasurer who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on data base or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

**4**                    **PRUDENCE**

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the City of Middletown to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process shall refrain from personal business activity that could conflict with the proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

**5**                    **DIVERSIFICATION**

It is the policy of the City of Middletown to diversify its deposits and investments by financial institutions, by investment, and by maturity scheduling.

**6 INTERNAL CONTROLS**

It is the policy of the City of Middletown for all monies collected by any officer or employee of the government to transfer those funds to the Treasurer within one day of deposit, or within the time specified in law, whichever is shorter.

The Treasurer is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

**7 DESIGNATION OF DEPOSITORIES**

The bank and trust companies authorized for the deposit of monies up to the maximum amounts are:

<b>Depository Name</b>	<b>Maximum Amount</b>
Orange Bank & Trust Co.	\$1,000,000

**8 COLLATERALIZING OF DEPOSITS**

In accordance with the provisions of General Municipal Law, §10, all deposits of the City of Middletown, including certificates of deposits and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- 1) By a pledge of "eligible securities" with an aggregate "market value" as provided by GML §10, equal to the aggregate amount of deposits from the categories designated in Appendix A to the policy.
- 2) By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of the deposits and the agreed upon interest, if any or 100% in the case of an irrevocable letter of credit issued in favor of the local government by certain Federal Home Loan Banks. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
- 3) By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of the deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims - paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.

**9 SAFEKEEPING AND COLLATERALIZATION**

Eligible securities used for collateralizing deposits shall be held by a third party or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any, and any costs or expenses rising out of collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with the City of Middletown, or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution or release of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the local government a perfected interest in the securities.

## **10 PERMITTED INVESTMENTS**

As authorized by General Municipal Law, §11, the City of Middletown authorizes the Treasurer to invest monies not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- ✓ Special time deposit accounts authorized to do business in New York State;
- ✓ Certificates of deposit;
- ✓ Obligations of the United States of America;
- ✓ Obligations guaranteed by the agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- ✓ Obligations of the State of New York;
- ✓ Obligations issued pursuant to LFL §24.00 or 25.00 (with the approval of the State Comptroller) by any municipality, school district or district corporation other than the City of Middletown;
- ✓ Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments.
- ✓ Certificates of Participation (COPs) issued pursuant to GML §109-b.
- ✓ Obligations of this local government, but only with any monies in a reserve fund established pursuant to GML §6-c, 6-d, 6-g, 6-h, g-j, 6-k, 6-l, 6-m, or 6-n.

All investment obligations shall be payable or redeemable at the option of the City of Middletown within such times as the proceeds will be needed to meet expenditures for purposes for which the monies were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the City of Middletown within two years of the date of purchase. The designated depository will confirm all purchases and transactions in writing to the City of Middletown.

## **11 AUTHORIZED FINANCIAL INSTITUTIONS AND DEALERS**

The City of Middletown shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments, which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credited worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the City of Middletown. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank as primary

dealers. The Treasurer is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

## **12 PURCHASE OF INVESTMENTS**

The Treasurer is authorized to contract for the purchase of investments:

1. Directly, including through a repurchase agreement, from an authorized trading partner.
2. By participation in a cooperative program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board.
3. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the City of Middletown by the bank or trust company. Any obligations held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, §10.

The custodial agreement shall provide the securities held by the bank or trust company, as agent and of custodian for, the City of Middletown, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the City of Middletown a perfected interest in the securities.

## **13 REPURCHASE AGREEMENTS**

Repurchase agreements are authorized subject to the following restrictions:

- All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- Trading partners are limited to banks or trust companies authorized to do business in New York and primary reporting dealers.
- Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- No substitution of security will be allowed.
- The custodian shall be a party other than the trading partner.



**14 OPERATIONS, AUDIT AND REPORTING**

The Treasurer, having custody of money, shall authorize the purchase and sale of all securities and execute contracts on behalf of the City of Middletown. Oral directions concerning the purchase, transaction, or sale of securities shall be confirmed in writing. The City of Middletown shall pay for purchased securities upon delivery.

The City of Middletown will encourage the purchase and sale of securities through a competitive or negotiated process involving solicitations of at least three bids for each transaction.

At the time independent auditors conduct the annual financial audit of the accounts and affairs of the City of Middletown, the auditors shall audit compliance with the Investment Guidelines.

The legislative body of the City of Middletown shall review and approve the annual investment report at its Annual reorganization meeting.

The provisions of these Investment Guidelines and any amendments hereto, shall take effect prospectively, and shall not invalidate the prior selection of any custodial bank or prior investment.

**APPENDIX A**

Schedule of Eligible Securities

- i. Obligations issued, or fully insured or guaranteed as to the payment of principal and interest, by the United States of America, an agency thereof or United States Government sponsored corporation.
- ii. Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.

Revised 01/20

Approved and adopted by Community Development Agency this 19th day of January, 2021.

**PROCUREMENT POLICY**  
**MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

**PROCUREMENT POLICY**

1. Adoption of procedures.

The following procedures are adopted for procurement of goods and services.

2. Purchases.

For purchases, the following procedures are to be followed:

A.

For purchases of items costing over \$20,000, competitive bidding in accordance with applicable laws and regulations is required.

B.

For purchases of items costing between \$5,000 and \$19,999.99, three or more written price quotes from suppliers are required.

C.

For purchases of items costing between \$2,000 and \$4,999.99, three or more verbal quotes from suppliers are required.

D.

For purchases of items costing between \$0 and \$1,999.99, appropriate verbal quotes from suppliers, in the discretion of the department head undertaking the purchasing, are required.

3. Public works contracts.

For public works contracts, the following procedures are to be followed: A.

For contracts over \$35,000, competitive bidding in accordance with applicable laws and regulations is required.

B.

For contracts between \$5,000 and \$34,999.99, three or more written quotes from qualified contractors are required.

C.

For contracts between \$2,000 and \$4,999.99, three or more verbal quotes from qualified contractors are required.

D.

For contracts between \$0 and \$1,999.99, appropriate verbal quotes from qualified contractors, in the discretion of the department head who wishes to enter into the contracts, are required.

4. Other services.

[Amended 2-5-2013] A.

In the event it can be anticipated that a particular service (e.g., painting services) may be required by the Agency for various projects which, in total, are expected to exceed \$35,000 for the year, then the procurement of those services will be subject to competitive bidding.

B.

There are, however, certain types of services provided to the Agency that may be considered routine and delivered in the ordinary course of business that are not capable of precise cumulative monetary calculation but are necessary to be incurred promptly and/or locally to protect health, welfare. In such cases, the cumulative payment to those companies may total more than \$35,000 per year, but it is impossible to know from year to year whether such costs will exceed \$35,000. In such cases, and in accordance with § 104-b, Subdivision 2g, of the New York General Municipal Law, it is the determination of the Agency that the best interests of the Agency will not be served by competitive bidding in such cases but that the department head charged with such purchases may obtain such routine services as needed by the Agency in the ordinary course of business from time to time.

C.

Notwithstanding the foregoing, if the department head charged with such purchase determines that the anticipated service covered by that one purchase likely will exceed the cost of \$35,000 and such service is not the subject of any exception under this procurement policy (such as an emergency purchase or the purchase from a sole source supplier), then the procurement of such service will be subject to competitive bidding as set forth elsewhere in this chapter.

#### 5. Verbal quotes.

Whenever this policy allows for verbal quotes, the department head must maintain a written log which lists appropriate information from each supplier or contractor supplying such verbal quotes.

#### 6. Exceptions.

Exceptions to the above procurement processes are to be allowed in purchases or public work contracts which involve emergencies, true leases, and sole source purchases. In such events, the responsible department head must document the circumstances allowing the exception to the above procurement processes and should, whenever possible, attempt to make purchases and secure public works contracts at the lowest possible cost and should obtain at least three verbal quotes, to the extent possible under the circumstances.

#### 7. Requests for proposals.

Whenever possible, professional services are to be obtained through requests for proposals (RFPs) issued by the Agency board. All responses to RFPs are to be reviewed by the Finance Committee, which must make a recommendation to the Board for final approval.

#### 8. Award to other than lowest bidder.

Whenever any contract is awarded to other than the lowest bidder or proposer, the reasons are to be set forth in writing and filed with the appropriate department or board.

9.

Effect on other procedures.

Nothing in these procurement processes changes any administrative procedures required by the Bylaws of the Agency, such as the approval of the Finance Committee for purchases and contracts.

10. Contracts awarded based on best-value analysis.

[Added 6-3-2014 by L.L. No. 2-2014]

Notwithstanding anything else contained in this chapter to the contrary, the Agency Board, after approval of the Finance Committee, may award purchase contracts and service contracts that have been procured pursuant to competitive bidding or otherwise under New York General Municipal Law § 103(1) or this chapter by either the lowest responsible bidder standard or the best-value standard.

A.

"Best value" is defined in State Finance Law § 163 to mean "the basis for awarding contracts for services to the offerer which optimizes quality, cost and efficiency, among responsive and responsible offerers. Such basis shall reflect, wherever possible, objective and quantifiable analysis. Such basis may also identify a quantitative factor for offerers that are small businesses or certified minority- or women-owned business enterprises as defined in subdivisions one, seven, fifteen and twenty of section three hundred ten of the [New York] Executive Law to be used in evaluation of offers for awarding of contracts for services." For purposes of this section, the Agency board adopts the above definition of "best value," as the same may be modified from time to time by the State Legislature.

B.

Pursuant to New York General Municipal Law § 103(1), the best-value standard may be used for purchase contracts, including contracts for service work, but it excludes and may not be used for any purchase contracts necessary for the completion of public works contracts pursuant to New York Labor Law Article

C.

If the monetary thresholds of New York General Municipal Law § 103 are increased or decreased in the future by the State Legislature, the monetary thresholds set forth herein will be deemed simultaneously amended to match the new General Municipal Law thresholds.

D.

Whenever any contract is awarded by the Agency board (after approval of the Finance Committee on the basis of best value instead of the lowest responsible bidder, the basis for determining best value will be thoroughly and accurately documented. Such documentation may include, but is not necessarily limited to, the cost of maintenance; durability; availability of replacement parts or maintenance contractors; longer product life; product performance criteria; quality of craftsmanship; or compatibility with existing Agency buildings or property.

Approved and adopted this 19th day of January, 2021



# Middletown Community Development Agency

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Sexual Harassment Policy and Procedures -  
Approved and adopted January 19, 2021

# Middletown Community Development Agency

## SEXUAL HARASSMENT POLICY

### Introduction

The Middletown Community Development Agency, (CDA) is committed to maintaining a workplace free from sexual harassment. Sexual harassment is a form of workplace discrimination. All members are required to work in a manner that prevents sexual harassment in the workplace. This Policy is one component of CDA's commitment to a discrimination-free work environment.

Sexual harassment is against the law<sup>1</sup> and all members have a legal right to a workplace free from sexual harassment and members are urged to report sexual harassment by filing a complaint internally with CDA. Members can also file a complaint with a government agency or in court under federal, state or local antidiscrimination laws.

### Policy:

1. CDA's policy applies to all employees, members, applicants for membership, interns, whether paid or unpaid, contractors and persons conducting business, regardless of immigration status, with CDA. In the remainder of this document, the term "members" refers to this collective group.
2. Sexual harassment will not be tolerated. Any member or individual covered by this policy who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action (e.g., counseling, suspension, termination).
3. Retaliation Prohibition: No person covered by this Policy shall be subject to adverse action because the member reports an incident of sexual harassment, provides information, or otherwise assists in any investigation of a sexual harassment complaint. CDA will not tolerate such retaliation against anyone who, in good faith, reports or provides information about suspected sexual harassment. Any member of CDA who retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action, up to and including termination. All members, paid or unpaid interns, or non-members<sup>2</sup> working in the workplace who believe they have been subject to such retaliation should inform the Chairperson, or the Executive Director. All members, paid or unpaid interns or non-members who believe they have been a target of such retaliation may also seek relief in other available forums, as explained below in the section on Legal Protections.
4. Sexual harassment is offensive, is a violation of our policies, is unlawful, and may subject CDA to liability for harm to targets of sexual harassment. Harassers may also be individually subject to liability. Members of every level who engage in sexual harassment, including Officers and Board members who engage in sexual harassment or who allow such behavior to continue, will be penalized for such misconduct.

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<sup>1</sup> While this policy specifically addresses sexual harassment, harassment because of and discrimination against persons of all protected classes is prohibited. In New York State, such classes include age, race, creed, color, national origin, sexual orientation, military status, sex, disability, marital status, domestic violence victim status, gender identity and criminal history.

<sup>2</sup> A non-member is someone who is (or is employed by) a contractor, subcontractor, vendor, consultant, or anyone providing services in the workplace. Protected non-members include persons commonly referred to as independent contractors, "gig" workers and temporary workers. Also included are persons providing equipment repair, cleaning services or any other services provided pursuant to a contract with the employer.

## Middletown Community Development Agency

### SEXUAL HARASSMENT POLICY

5. CDA will conduct a prompt and thorough investigation that ensures due process for all parties, whenever management receives a complaint about sexual harassment, or otherwise knows of possible sexual harassment occurring. CDA will keep the investigation confidential to the extent possible. Effective corrective action will be taken whenever sexual harassment is found to have occurred. All members, including Board Members and Officers, are required to cooperate with any internal investigation of sexual harassment.
6. All members are encouraged to report any harassment or behaviors that violate this policy. CDA will provide all members a complaint form for members to report harassment and file complaints.
7. Officers and Board of Director members are **required** to report any complaint that they receive, or any harassment that they observe or become aware of, to the Chairperson and/or Executive Director.
8. This policy applies to all members, paid or unpaid interns, and non-members and all must follow and uphold this policy. This policy must be provided to all members and should be posted prominently in all work locations to the extent practicable (for example, in a main office, not an offsite work location) and be provided to members upon hiring.

### What Is “Sexual Harassment”?

Sexual harassment is a form of sex discrimination and is unlawful under federal, state, and (where applicable) local law. Sexual harassment includes harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity and the status of being transgender.

Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual's sex when:

- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment, even if the reporting individual is not the intended target of the sexual harassment;
- Such conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual's employment.

A sexually harassing hostile work environment includes, but is not limited to, words, signs, jokes, pranks, intimidation or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex. Sexual harassment also consists of any unwanted verbal or physical advances, sexually explicit derogatory statements or sexually discriminatory remarks



## Middletown Community Development Agency

### SEXUAL HARASSMENT POLICY

made by someone which are offensive or objectionable to the recipient, which cause the recipient discomfort or humiliation, which interfere with the recipient's job performance.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions or privileges of employment. This is also called "quid pro quo" harassment.

Any member who feels harassed should report so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be addressed under this policy.

#### **Examples of sexual harassment**

The following describes some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited:

- Physical acts of a sexual nature, such as:
  - Touching, pinching, patting, kissing, hugging, grabbing, brushing against another member's body or poking another member's body;
  - Rape, sexual battery, molestation or attempts to commit these assaults.
- Unwanted sexual advances or propositions, such as:
  - Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments;
  - Subtle or obvious pressure for unwelcome sexual activities.
- Sexually oriented gestures, noises, remarks or jokes, or comments about a person's sexuality or sexual experience, which create a hostile work environment.
- Sex stereotyping occurs when conduct or personality traits are considered inappropriate simply because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
  - Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, such as:
  - Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
  - Sabotaging an individual's work;
  - Bullying, yelling, name-calling.

## Middletown Community Development Agency

### SEXUAL HARASSMENT POLICY

#### **Who can be a target of sexual harassment?**

Sexual harassment can occur between any individuals, regardless of their sex or gender. New York Law protects members, paid or unpaid interns, and non-members, including independent contractors, and those employed by companies contracting to provide services in the workplace. Harassers can be a superior, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor.

#### **Where can sexual harassment occur?**

Unlawful sexual harassment is not limited to the physical workplace itself. It can occur while members are traveling for business or at employer sponsored events or parties. Calls, texts, emails, and social media usage by members can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

### **Retaliation**

Unlawful retaliation can be any action that could discourage a worker from coming forward to make or support a sexual harassment claim. Adverse action need not be job-related or occur in the workplace to constitute unlawful retaliation (e.g., threats of physical violence outside of work hours).

Such retaliation is unlawful under federal, state, and (where applicable) local law. The New York State Human Rights Law protects any individual who has engaged in "protected activity." Protected activity occurs when a person has:

- made a complaint of sexual harassment, either internally or with any anti-discrimination agency;
- testified or assisted in a proceeding involving sexual harassment under the Human Rights Law or other anti-discrimination law;
- opposed sexual harassment by making a verbal or informal complaint to management, or by simply informing an officer or a board member of harassment;
- reported that another member has been sexually harassed; or
- encouraged a fellow member to report harassment.

Even if the alleged harassment does not turn out to rise to the level of a violation of law, the individual is protected from retaliation if the person had a good faith belief that the practices were unlawful. However, the retaliation provision is not intended to protect persons making intentionally false charges of harassment.

Middletown Community Development Agency

**SEXUAL HARASSMENT POLICY**

**Reporting and Investigating Sexual Harassment**

**Preventing sexual harassment is everyone's responsibility.** CDA cannot prevent or remedy sexual harassment unless it knows about it. Any member, paid or unpaid intern or non-member who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior to Chairperson and/or Executive Director. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to the Chairperson or Executive Director.

Reports of sexual harassment may be made verbally or in writing. A form for submission of a written complaint is attached to this Policy, and all members are encouraged to use this complaint form. Members who are reporting sexual harassment on behalf of other members should use the complaint form and note that it is on another member's behalf.

Members, paid or unpaid interns or non-members who believe they have been a target of sexual harassment may also seek assistance in other available forums, as explained below in the section on Legal Protections

**Supervisory Responsibilities**

All Officers and Board members who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior or for any reason suspect that sexual harassment is occurring, are **required** to report such suspected sexual harassment to the Chairperson or Executive Director.

In addition to being subject to discipline if they engaged in sexually harassing conduct themselves, Officers and Board members will be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

Officers and Board members will also be subject to discipline for engaging in any retaliation.

**Complaint and Investigation of Sexual Harassment**

**All** complaints or information about sexual harassment will be investigated, whether that information was reported in verbal or written form. Investigations will be conducted in a timely manner, and will be confidential to the extent possible.

An investigation of any complaint, information or knowledge of suspected sexual harassment will be conducted by the Chairperson and Executive Director; will be prompt and thorough; commenced immediately and completed as soon as possible. The investigation will be kept confidential to the extent possible. All persons involved, including complainants, witnesses and alleged harassers will be accorded due process, as outlined below, to protect their rights to a fair and impartial investigation.

## Middletown Community Development Agency

### SEXUAL HARASSMENT POLICY

Any member may be required to cooperate as needed in an investigation of suspected sexual harassment. CDA will not tolerate retaliation against members who file complaints, support another's complaint or participate in an investigation regarding a violation of this policy.

While the process may vary from case to case, investigations should be done in accordance with the following steps:

- Upon receipt of complaint, the Executive Director or Chairperson will conduct an immediate review of the allegations, and take any interim actions (e.g., instructing the respondent to refrain from communications with the complainant), as appropriate. If complaint is verbal, encourage the individual to complete the "Complaint Form" in writing. If he or she refuses, prepare a Complaint Form based on the verbal reporting.
- If documents, emails or phone records are relevant to the investigation, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;
- Create a written documentation of the investigation (such as a letter, memo or email), which contains the following:
  - A list of all documents reviewed, along with a detailed summary of relevant documents;
  - A list of names of those interviewed, along with a detailed summary of their statements;
  - A timeline of events;
  - A summary of prior relevant incidents, reported or unreported; and
  - The basis for the decision and final resolution of the complaint, together with any corrective action(s).
- Keep the written documentation and associated documents in a secure and confidential location.
- Present the results of the investigation at a hearing with the Governance Committee who will render a decision as to the culpability and corrective action to be taken or other penalties with the assistance of counsel. Both parties are entitled to an opportunity to speak at the hearing.
- Promptly notify the individual who reported and the individual(s) about whom the complaint was made of the final determination and implement any corrective actions identified in the written document.
- Inform the individual who reported of the right to file a complaint or charge externally as outlined in the next section.

## Middletown Community Development Agency

# SEXUAL HARASSMENT POLICY

### Legal Protections and External Remedies

Sexual harassment is not only prohibited by CDA but is also prohibited by state, federal, and, where applicable, local law.

Aside from the internal process at CDA, members may also choose to pursue legal remedies with the following governmental entities. While a private attorney is not required to file a complaint with a governmental agency, you may seek the legal advice of an attorney.

In addition to those outlined below, members in certain industries may have additional legal protections.

#### State Human Rights Law (HRL)

The Human Rights Law (HRL), codified as N.Y. Executive Law, art. 15, § 290 et seq., applies to all employers in New York State with regard to sexual harassment, and protects members, paid or unpaid interns and non-members, regardless of immigration status. A complaint alleging violation of the Human Rights Law may be filed either with the Division of Human Rights (DHR) or in New York State Supreme Court.

Complaints with DHR may be filed any time **within one year** of the harassment. If an individual did not file at DHR, they can sue directly in state court under the HRL, **within three years** of the alleged sexual harassment. An individual may not file with DHR if they have already filed a HRL complaint in state court.

Complaining internally to CDA does not extend your time to file with DHR or in court. The one year or three years is counted from date of the most recent incident of harassment.

You do not need an attorney to file a complaint with DHR, and there is no cost to file with DHR.

DHR will investigate your complaint and determine whether there is probable cause to believe that sexual harassment has occurred. Probable cause cases are forwarded to a public hearing before an administrative law judge. If sexual harassment is found after a hearing, DHR has the power to award relief, which varies but may include requiring your employer to take action to stop the harassment, or redress the damage caused, including paying of monetary damages, attorney's fees and civil fines.

DHR's main office contact information is: NYS Division of Human Rights, One Fordham Plaza, Fourth Floor, Bronx, New York 10458. You may call (718) 741-8400 or visit: [www.dhr.ny.gov](http://www.dhr.ny.gov).

Contact DHR at (888) 392-3644 or visit [dhr.ny.gov/complaint](http://dhr.ny.gov/complaint) for more information about filing a complaint. The website has a complaint form that can be downloaded, filled out, notarized and mailed to DHR. The website also contains contact information for DHR's regional offices across New York State.

## Middletown Community Development Agency

### SEXUAL HARASSMENT POLICY

#### **Civil Rights Act of 1964**

The United States Equal Employment Opportunity Commission (EEOC) enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act (codified as 42 U.S.C. § 2000e et seq.). An individual can file a complaint with the EEOC anytime within 300 days from the harassment. There is no cost to file a complaint with the EEOC. The EEOC will investigate the complaint, and determine whether there is reasonable cause to believe that discrimination has occurred, at which point the EEOC will issue a Right to Sue letter permitting the individual to file a complaint in federal court.

The EEOC does not hold hearings or award relief, but may take other action including pursuing cases in federal court on behalf of complaining parties. Federal courts may award remedies if discrimination is found to have occurred. In general, private employers must have at least 15 members to come within the jurisdiction of the EEOC.

A member alleging discrimination at work can file a "Charge of Discrimination." The EEOC has district, area, and field offices where complaints can be filed. Contact the EEOC by calling 1-800-669-4000 (TTY: 1-800-669-6820), visiting their website at [www.eeoc.gov](http://www.eeoc.gov) or via email at [info@eeoc.gov](mailto:info@eeoc.gov).

If an individual filed an administrative complaint with DHR, DHR will file the complaint with the EEOC to preserve the right to proceed in federal court.

#### **Local Protections**

Many localities enforce laws protecting individuals from sexual harassment and discrimination. An individual should contact the county, city or town in which they live to find out if such a law exists. For example, members who work in New York City may file complaints of sexual harassment with the New York City Commission on Human Rights. Contact their main office at Law Enforcement Bureau of the NYC Commission on Human Rights, 40 Rector Street, 10th Floor, New York, New York; call 311 or (212) 306-7450; or visit [www.nyc.gov/html/cchr/html/home/home.shtml](http://www.nyc.gov/html/cchr/html/home/home.shtml).

#### **Contact the Local Police Department**

If the harassment involves unwanted physical touching, coerced physical confinement or coerced sex acts, the conduct may constitute a crime. Contact the local police department.

**Middletown Community Development Agency**

**COMPLAINT FORM FOR REPORTING SEXUAL HARASSMENT**

New York State Labor Law requires all employers to adopt a sexual harassment prevention policy that includes a complaint form to report alleged incidents of sexual harassment.

If you believe that you have been subjected to sexual harassment, you are encouraged to complete this form and submit it to a member of the Middletown Community Development Agency's board. You will not be retaliated against for filing a complaint.

If you are more comfortable reporting verbally or in another manner, your employer should complete this form, provide you with a copy and follow its sexual harassment prevention policy by investigating the claims as outlined at the end of this form.

**For additional resources, visit: [ny.gov/programs/combating-sexual-harassment-workplace](http://ny.gov/programs/combating-sexual-harassment-workplace)**

**COMPLAINANT INFORMATION**

Name:

Work Address:

Work Phone:

Job Title:

Email:

Select Preferred Communication Method:

Email  Phone  In person

**SUPERVISORY INFORMATION**

Immediate Supervisor's Name:

Title:

Work Phone:

Work Address:

**COMPLAINT INFORMATION**

1. Your complaint of Sexual Harassment is made about:

Name:

Title:

Work Address:

Work Phone:

Relationship to you:  Supervisor  Subordinate  Co-Worker  Other

2. Please describe what happened and how it is affecting you and your work. Please use additional sheets of paper if necessary and attach any relevant documents or evidence.

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? Yes No

4. Please list the name and contact information of any witnesses or individuals who may have information related to your complaint:

*The last question is optional but may help the investigation.*

5. Have you previously complained or provided information (verbal or written) about related incidents? If yes, when and to whom did you complain or provide information?

If you have retained legal counsel and would like us to work with them, please provide their contact information.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

### **Instructions for Employers**

If you receive a complaint about alleged sexual harassment, follow your sexual harassment prevention policy.

An investigation involves:

- Speaking with the employee
- Speaking with the alleged harasser
- Interviewing witnesses
- Collecting and reviewing any related documents

While the process may vary from case to case, all allegations should be investigated promptly and resolved as quickly as possible. The investigation should be kept confidential to the extent possible.

Document the findings of the investigation and basis for your decision along with any corrective actions taken and notify the employee and the individual(s) against whom the complaint was made. This may be done via email.



# Sexual Harassment Prevention Policy Notice



Combating  
Sexual Harassment

## **Sexual harassment is against the law.**

All employees have a legal right to a workplace free from sexual harassment, and the Middletown Community Development Agency, is committed to maintaining a workplace free from sexual harassment.

Per New York State Law, the Middletown Community Development Agency, Inc., has a sexual harassment prevention policy in place that protects you. This policy applies to all employees, paid or unpaid interns and non-employees in our workplace, regardless of immigration status.

**If you believe you have been subjected to or witnessed sexual harassment, you are encouraged to report the harassment to a Chairperson, Executive Director or a member of the Board so we can take action.**

**Our complete policy may be found: Office of Economic and Community Development**

**Our Complaint Form may be found: Office of Economic and Community Development**

**If you have questions and to make a complaint, please contact:**

The Middletown Community Development Agency

16 James Street – Middletown, New York 10940

For more information and additional resources, please visit:

**[www.ny.gov/programs/combating-sexual-harassment-workplace](http://www.ny.gov/programs/combating-sexual-harassment-workplace)**

## **ACKNOWLEDGEMENT**

### **MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

I hereby acknowledge that I have received a copy of the Middletown Community Development Agency Sexual Harassment Policy outlining the agency's policy and procedures regarding the prevention of sexual harassment in the workplace. I further acknowledge that I have read or will read the contents of the policy and will contact my Director or Chairperson of the board with any questions.

I hereby agree to abide by the Middletown Community Development Agency's Sexual Harassment policies and procedures.

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NAME (PLEASE PRINT)

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SIGNATURE

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DATE OF SIGNATURE

\*Employee's will have this form placed in their personnel file.



## **TRAVEL POLICY**

### **Section 1. APPLICABILITY**

This policy shall apply to every member of the Board of Directors (the "Board") of the Middletown Community Development Agency (the "Agency") and its officers and employees.

### **Section 2. APPROVAL OF TRAVEL**

All official travel for which a reimbursement will be sought must be approved by the Board prior to such travel.

### **Section 3. PAYMENT OF TRAVEL**

The Agency will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any Board member, officer or employee as a result of the performance of their official duties. All official travel shall be properly organized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Agency. It is the traveler's responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

### **Section 4. TRAVEL EXPENSES**

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Meals will be reimbursed at actual expense or per diem rate as established by the City of Middletown, whichever is less. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the Board.

Approved and adopted this 19th day of January, 2021.

**WHISTLEBLOWER POLICY**  
**MIDDLETOWN COMMUNITY DEVELOPMENT AGENCY**

Every member of the Board of Directors (the “Board”) of the Middletown Community Development Agency (the “Agency”) and all officers and employees thereof, in the performance of their duties shall conduct themselves with honesty and integrity and observe the highest standards of business and personal ethics as set forth in the Code of Ethics of the Agency (the “Code”).

Each member, officer or employee is responsible to report any violation of the Code (whether suspected or known) to the Agency’s Executive Director. If the suspected or known violation is by the Executive Director, the report must be made to the Chairman of the Board. Reports of violations will be kept confidential to the extent possible. No individual, regardless of his or her position with the Agency, will be subject to any retaliation for making a good faith claim and, any Board member, officer or employee who chooses to retaliate against someone who has reported a violation, shall be subject to disciplinary action which may include termination of membership on the Board or employment. Regardless, any claim of retaliation will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate offense.

The Executive Director is responsible for immediately forwarding any claim to the Agency’s counsel who shall investigate and handle the claim in a timely manner and who will report his or her findings to the Board for appropriate action, if any.

Approved and adopted this 19th day of January, 2021.