



**Tioga County Industrial Development Agency
Governance Committee Meeting
December 9, 2025 – 10:00 am
Ronald E Dougherty County Office Building
56 Main Street, Owego, NY 13827
Minutes**

- I. Call to Order and Introductions: 10:05 am
- II. Attendance:
 - a. Governance Committee Members: Jon Ward, Eric Knolles
 - b. Excused:
 - c. Guests: B. Woodburn, C. Yelverton, M. Schnabl, B. Case
- III. Approval of Minutes from Meeting Dated December 4, 2024.

Motion to approve December 4, 2024, meeting minutes, as written (E. Knolles).

Aye – 2 Abstain – 0
No – 0 Carried

New Business

- A. Annual Policy Review
 - a. Mission Statement
 - b. By-Laws
 - c. Code of Ethics
 - d. Assessment of Internal Controls
 - e. Procurement Policy
 - f. Property Disposition Policy
 - g. Whistle Blowers Policy
 - h. Employee Handbook
 - i. Governance Committee Charter
 - j. Procedure Manual
 - k. TCIDA Sexual Harassment Policy

J. Ward recommended updating internal controls policy and changing the listed accountant to Bowers CPA’s and Advisors. It was also recommended to modify the procurement policy to increase purchase limit of \$500.00 to \$999.00 and \$501 to \$1000.00. Article Bylaw articles will be reviewed to ensure the corresponding articles and references are correct in section 4-7.

- B. Committee member review
 - 1. Executive Board Members
 - a. Chair- Jon Ward
 - b. Vice Chair- Kevin Gillette
 - c. Secretary- Eric Knolles
 - d. Treasurer- Brenda Evaneck



Motion to recommend the approval of slate of officers at annual meeting (E. Knolles).

Aye – 2 Abstain – 0
No – 0 Carried

2. Committee Appointments

- a. Governance- J. Ward, E. Knolles, Vacancy
 - i. Recommendation to appoint Barbara Case
- b. Audit- Brenda Evanek , E. Knolles, J. Ward
 - i. Per Bylaws, B. Evanek will be the chair of the Audit Committee.
- c. Railroad- T. Monell, K. Gillette, Vacancy
 - i. Martha Sauerbrey resigned as of 12/31/25
- d. Finance- E. Knolles, J. Ward, Vacancy
 - i. Recommendation to appoint Barbara Case
- e. Loan- K. Dougherty, D. Barton. J. Lavo, J. Ward, E. Knolles, Brenda Evanek
- f. Public Relations- T. Monell, B. Woodburn
 - i. Martha Sauerbrey resigned as of 12/31/25
 - ii. Recommendation to appoint Ron Ciotoli to IDA board.

Ron Ciotoli has expressed interest in joining the IDA Board of Directors. The Tioga County Legislature appointed R. Ciotoli to the IDA Board effective January 1, 2026. R. Ciotoli can be appointed to the Public Relations, Railroad or Loan Committee. The Public Relations and Railroad Committee have vacancies due to M. Sauerbrey's resignation.

Motion to recommend appointing B. Case to the Governance and Finance Committee (E. Knolles).

Aye – 2 Abstain – 0
No – 0 Carried

Motion to recommend appointing Ron Ciotoli to IDA Board of Directors (E. Knolles).

Aye – 2 Abstain – 0
No – 0 Carried

3. Other Appointments

- a. Designee (per Employee Handbook) –
- b. Compliance Officer-
- c. Contracting Officer-
- d. Freedom of Information Officer- J. Meagher
- e. Code of Ethics Officer- J. Meagher
- f. Internal Controls Officer- Bowers CPA's and Advisors



J. Ward recommended that J. Meagher review the IDA Bylaws to identify if assigning members as the compliance and contracting officer are necessary.

4. Governance Committee Performance Summary review- The performance summary will be modified to include modifications presented in this governance committee and bylaw modifications discussed at last year's meeting.

Adjourned (J. Ward) 10:28 am