



Chautauqua, Cattaraugus, Allegany & Steuben Counties
Southern Tier Extension Railroad Authority
Center for Regional Excellence, 4039 Route 219, Suite 200, Salamanca, New York 14779
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"This institution is an equal opportunity organization"

Terry Everetts, Chairman
Richard Zink, Chief Executive Officer

NEW MEMBER ORIENTATION PROCESS

Newly appointed members will be contacted by STERA contract staff, who will:

1. **Meet with and welcome member at the STERA office**
 - Provide NYS ABO Recommended Guidance on new member orientation
2. **Provide a copy of the "New Member Orientation Process Reference Document"**
3. **Provide an overview of the history of the railroad initiative and STERA, including:**
 - Historical overview of railroad system
 - Southern Tier Agreement
 - Conrail operations
 - Negotiations in 1990's
 - CSX/Norfolk Southern acquisition of Conrail
 - Surface Transportation Board
 - 1998 Memorandum of Understanding (MOU)
 - Creation of Authority
 - Sale and leaseback
 - Sub-lease to Western New York and Pennsylvania Railroad (WNYP)
 - Subsequent amendments to MOU
 - Buffalo Line
 - Summary of STERA-sponsored rehabilitation projects
4. **Discuss STERA operations and functions, including:**
 - Discuss STERA's status as a local public authority
 - What is the mission and what are the values of the authority?
 - What are the authority's long-term goals and strategic direction?
 - Who are the authority's stakeholders?
 - What is the organizational structure of the authority?
 - How is the board organized to do its work? How are decisions made?
 - When, where and how often are board and committee meetings held?
 - How are special meetings handled?
 - What are the authority's major programs and services? What are the authority's current goals and priorities?
 - How does the authority measure its performance to ensure it is effectively carrying out its mission?
 - What information, staff and resources are accessible to members?
 - How is board performance evaluated?
5. **Distribute materials relating to Board member obligations and duties, including**
 - Legal responsibilities of public authority board members
 - a. "Public Authority Board Members Duties" by NYS ESDC

- b. "Board Members Responsibilities under Public Authorities 2005 Accountability Act" by CUNY Scholl of Professional Studies
- Ethical responsibilities of public authority board members
 - a. "Ethics Guide for Unpaid State Officers" by New York State Ethics Commission
 - b. Resources available from NYS Joint Commission on Public Ethics web site

6. Discuss Board member obligations and duties, including

- Satisfactorily completing NYS ABO mandated training
- What are the board's fiduciary duties and responsibilities?
- What are the public's expectations for board members?
- What makes a board member "independent"?
- What laws, rules and regulations govern a board member's actions?
- Are members entitled to compensation or reimbursement?

7. Discuss relationships with NS, WNYP, other railroads, NYS DOT, PENN DOT, local taxing jurisdictions, and the business community

- 1998 MOU and subsequent amendments
- Sale/leaseback agreements
- Sub-lease agreements
- Other railroads operating in southwestern NY and northwestern PA
- NYS DOT and PENN DOT
- Local taxing Jurisdictions
- Business Community

8. Acquaint the member with the web site

- Overview of contents of the STERA's web site, and where the board member can find the most recent information about STERA. (Some board members may be able to review policies, procedures and financials via STERA's web site, while other board members may prefer hard copies.)

9. Acquaint the member with NYS ABO and laws affecting STERA operations

- NYS ABO - legislative authority, functions, web site, guidances, recommended practices
- Applicable sections of state statues including: Public Authorities Law, Public Authorities Accountability Act of 2005, Public Authorities Reform Act of 2009, General Municipal Law, Public Officers Law, Executive Law, Finance Law, Labor Law, Open Meetings Law, and Freedom of Information Law
- Other applicable State and Federal laws relating to the authority's operations

10. Provide a digital and/or hard copy of certain relevant documents, including:

- Authorizing legislation
- Bylaws
- Mission statement
- NS agreements
- Most recent Annual Report
- List of board members - names, affiliations, short biographies
- List of board committees, committee members, and charters
- Organizational chart
- Description of the authority's major departments/units and subsidiaries
- List of Board and Corporate officers, with titles and short biographies
- Board and committee meeting minutes and agendas for the last two years
- Calendar of board meetings and committee meetings
- Board member training schedule

- Acknowledgement of fiduciary duties and responsibilities - form must be executed
- Financial disclosure requirements and sample financial disclosure form - form must be executed
- STERA Policies, including:
 - a. Audit Committee Charter
 - b. Code of Ethics
 - c. Compensation, Reimbursement and Attendance Policy
 - d. Competencies and Personal Attributes Required of Board Members
 - e. Defense and Indemnification Policy
 - f. Equal Opportunity and Affirmative Action Policy
 - g. Government Committee Charter
 - h. Internal Control Procedures Policy
 - i. Investment Policy
 - j. Lobbying Policy
 - k. Management Performance Evaluation Standards
 - l. Measurement Standards for Performance Evaluation
 - m. Mission Statement and Measurement Standards
 - n. New Member Orientation Process Reference Document
 - o. Procurement Guidelines
 - p. Property Disposition Guidelines
 - q. Public Access to Records Policy
 - r. Public Access to Records – Subject Matter List
 - s. Records Management Program
 - t. Records Management Program Summary Guide to Document Management
 - u. Travel and Use of Discretionary Funds Policy
 - v. Uniform Tax Exemption Policy
 - w. Whistleblower Policy
 - x. Other required policies of the Authority (i.e. salary and compensation)
- STERA reports, including:
 - a. Authority's Annual Report
 - b. Authority's Financial Audit for the last two fiscal years (including management letter and report on internal controls)
 - c. Most recent interim financial statement
 - d. Current and projected capital budget
 - e. Four-year financial plan
 - f. Performance measures for the year, including most recent measurement report
 - g. Authority's internal control assessment
 - h. Operating Budget (including an estimated vs. actual budget)
 - i. List and brief description of use of real property owned by the authority
 - j. Procurement Report
 - k. Investment Guidelines and annual Investment Report
 - l. Authority's debt schedule listing applicable debt caps, new debt issuances and outstanding debt including refinancings, refundings and defeasements
 - m. Authority's current bond rating
 - n. Important dates for reporting deadlines; budget calendar
- Description of major programs administered by the authority, including a list of grant and subsidies administered (if applicable)
- List of all active authority supported projects, if any
- Authority's fee schedules, if any
- Description of any material pending legislation, if any
- Acronym dictionary - list of common acronyms used by the authority
- List of authority leases, if any

11. Make themselves available at subsequent times for discussion and questions

12. Answer questions

This Policy was approved and adopted on November 15, 2010
by the Board of Directors of the
Southern Tier Extension Railroad Authority.

Thomas M. Barnes

Name

Corporate Secretary

Office

March 9, 2015

Date