



# **ONONDAGA CIVIC DEVELOPMENT CORPORATION**

**Annual Report 2023**

## Board of Directors

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**Michael LaFlair**

*Director*

(2016 – Present)

**Alison Miller**

*Director*

(2015 – Present)

**Kimberly Townsend**

Director

(2019 – Present)

**Mitchell Latimer**

Director

(2019 – Present)

**Virginia Biesiada O'Neill**

Director

(2021 – Present)

**Vincent Cioci**

Director

(2022 – Present)

## **Corporation Officers and Staff**

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Robert M. Petrovich  
*President/CEO*

Nancy Lowery  
*Secretary/Public Hearings Officer*

Svetlana Dyer  
*Assistant Secretary*

Nate Stevens  
*Treasurer*

Karen Doster  
*Recording Secretary*

Alexis Rodriguez  
*Assistant Treasurer*

**Corporation Counsel**  
Harris Beach, PLLC

**Corporation Auditor**  
Grossman St. Amour, Certified Public Accountants, PLLC

## **2023 BOARD COMMITTEES & MEMBERSHIP**

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**Governance Committee**  
Mitch Latimer- *Chairperson*  
Virginia Biesiada O'Neill  
Vincent Cioci

**Audit Committee**  
Michael LaFlair *Chairperson*  
Alison Miller  
Virginia Biesiada O'Neill

**Finance Committee**  
Allison Miller -*Chairperson*  
Kimberly Townsend  
Mitch Latimer

## 2023 Meeting Attendance

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<u>January 17</u>	<u>January 17 Organizational</u>	<u>March 7</u>	<u>March 7 Annual</u>	<u>July 18</u>
Kimberly Townsend Mitch Latimer Virginia O'Neill Vincent Cioci	Kimberly Townsend Mitch Latimer Virginia O'Neill Vincent Cioci	Michael LaFlair Kimberly Townsend Mitch Latimer Virginia O'Neill Vincent Cioci	Michael LaFlair Kimberly Townsend Mitch Latimer Virginia O'Neill Vincent Cioci	Kimberly Townsend Alison Miller Mitch Latimer Virginia O'Neill Vincent Cioci
<u>September 7</u>	<u>October 3</u>			
Michael LaFlair Mitch Latimer Virginia O'Neill Vincent Cioci	Michael LaFlair Kimberly Townsend Alison Miller Mitch Latimer Vincent Cioci			

## COMPENSATION SCHEDULE

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For those who make over \$100,000 including biographical information.

NONE

## BOARD MEMBER BIOGRAPHIES

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Appendix A

## BOARD & COMMITTEE EVALUATIONS

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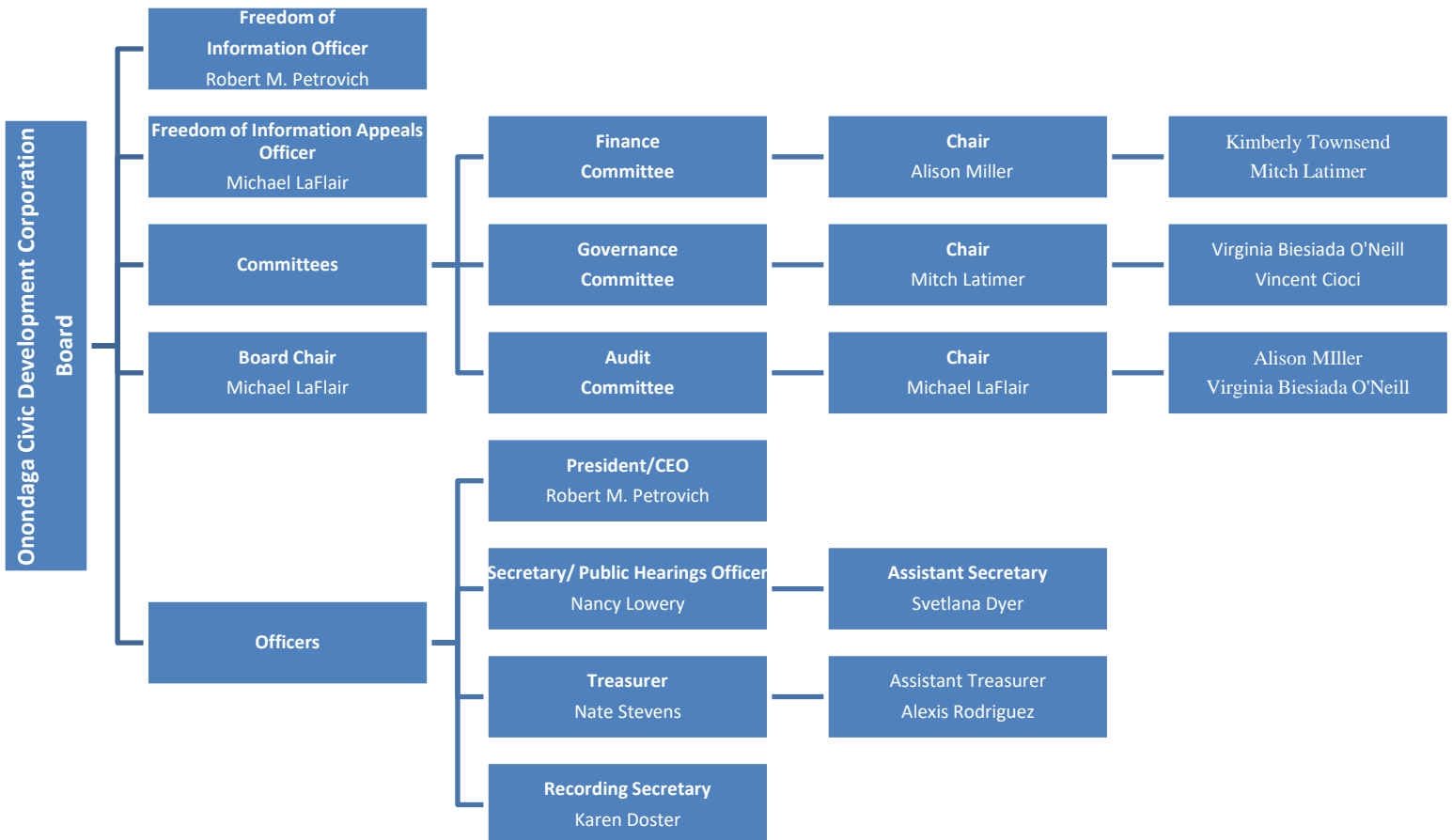
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Appendix B

## CORPORATION ORGANIZATIONAL CHART

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## **MISSION STATEMENT**

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The Onondaga Civic Development Corporation supports the County of Onondaga government, businesses, and not for profit corporations. It also serves as a facilitator of solutions for governmental problems through its flexible and efficient statutory powers. OCDC uses available financial and policy incentives to stimulate economic growth, lessen the burdens of government, promote job creation and retention, generate prosperity, improve the quality of life of residents, and encourage economic vibrancy. OCDC strives to provide local, convenient, and economical financing opportunities for its constituents in Onondaga County. OCDC takes pride in its understanding of local economic development opportunities, flexibility to meet municipal needs, and fast response to ever changing economic development demands.

## **PURPOSE**

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The Onondaga Civic Development Corporation (OCDC) was formed and operates to relieve and reduce unemployment, improve and maintain job opportunities, and lessen the burden of government while acting in the interest of the public.

## **STATUTORY BASIS**

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### **CERTIFICATE OF INCORPORATION OF ONONDAGA CIVIC DEVELOPMENT CORPORATION**

A Not-For-Profit Local Development Corporation  
under Section 1411 of the Not-For-Profit  
Corporation Law of the State of New York

**THE UNDERSIGNED**, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation shall be the Onondaga Civic Development Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1411 of the Not-For-Profit Corporation Law, will be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation shall serve as a supporting organization for, but operate separate and apart from the County of Onondaga, New York (the "County").

THIRD: The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include:

- (a) To foster the creation, retention and expansion of jobs and economic opportunities for the benefit of the County, State and local economies; and
- (b) To construct, acquire, rehabilitate and improve for use by others, facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain and/or lease such facilities on its behalf or for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;

- (c) To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;
- (d) To apply for loans and borrow money without limit as to amount; to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other obligations therefor;
- (e) To sell, lease, mortgage or otherwise dispose of or encumber any such facilities or any of its real or personal property or any interest therein upon such terms as it may determine;
- (f) To enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of facilities and related businesses in the territory in which the operations of such Corporation are principally to be conducted;
- (g) To apply for and make grants and loans and to execute any and all documents necessary in connection therewith;
- (h) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.
- (i) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The Corporation's mission and public objective, which the Corporation's purposes will achieve, include, but are not limited to, the lessening of the burdens of government by undertaking and promoting green and eco-friendly development initiatives in Onondaga County, New York that will include real estate leasing, acquisition, development and management, real estate project finance, and other community-based economic development activities permissible under the Not-For-Profit Corporation Law.

FIFTH: The operations of the Corporation will be principally conducted within the territory of the County of Onondaga, New York.

SIXTH: Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law:

- (a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes; to the



extent not so used, the income and earnings will accrue and be paid to the Job Development Authority to the extent required by Section 1411 of the Not-for-Profit Corporation Law.

(b) The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

SEVENTH:

(a) The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

(b) The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

EIGHTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the County for furtherance of the purposes set forth in Section 1411 of the Not-for-Profit Corporation Law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in the County of Onondaga, New York.

TENTH: The offices of the Corporation shall be functionally separate from those of the County or any of its affiliated entities (collectively, the "County Entities") (although such office may be in a facility leased from the County or any of its affiliates on arms-length terms). The Corporation at all times shall:

- (a) maintain separate accounting records and other corporate records from those of the County Entities;
- (b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of the County Entities;
- (c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of any of the County Entities;
- (d) maintain its own deposit account or accounts, separate from those of the County Entities, with commercial banking institutions and/or trust companies;
- (e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;
- (f) conduct its business in its own name and conduct all material transactions between the Corporation and the County Entities only on an arm's-length basis;
- (g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts. Regular members' and directors' meetings shall be held at least annually;
- (h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of the County Entities);
- (i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;

(j) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;

(k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of the County Entities;

(l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for any member of the County Entities; and

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

ELEVENTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws. The initial Members of the Corporation shall be identified in the By-laws.

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of three to seven voting Directors. Up to an additional thirteen individuals can be designated by the voting Directors as non-voting members of the Board who shall serve for one year terms and act in an advisory capacity only to the voting Directors. The non-voting Directors shall hold the title merely in an advisory capacity to the voting Directors. The designation of non-voting Director does not create any rights for the individual designated to notice or other participation except at the request of the voting Directors; provided however, said non-voting directors shall enjoy the benefits of any indemnification of directors as determined herein or as determined from time to time. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members and the affirmative vote of a majority of the voting Directors.

THIRTEENTH: The names and addresses of the initial Directors of the Corporation will be as follows:

<u>Name</u>	<u>Address</u>
Mary Beth Primo, Esq.	421 Montgomery Street 14 <sup>th</sup> Floor Syracuse, New York 13202
Timothy A. Frateschi, Esq.	Harris Beach PLLC 300 S. State Street Syracuse, New York 13202
Shawn M. Griffin, Esq.	Harris Beach PLLC 300 S. State Street Syracuse, New York 13202

FOURTEENTH: The duration of the Corporation shall be perpetual.

FIFTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

SIXTEENTH: The Secretary of New York State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows: Onondaga Civic Development Corporation, c/o Onondaga County/Syracuse Economic Growth Council 421 Montgomery Street, 14<sup>th</sup> Floor, Syracuse, New York 13202.

SEVENTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by a majority of the voting Directors of the Corporation.

EIGHTEENTH: The Corporation will not do any of the following:

(a) Without the affirmative vote of all Members of the Corporation and the affirmative vote of a majority of the voting Directors, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the voting Directors of the Corporation and all of the Corporation's members, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of all of the voting Directors of the Corporation and all of the Corporation's members, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or

substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

IN WITNESS WHEREOF, this certificate has been subscribed this 6th day of August, 2009.

\_\_\_\_\_/s/ Carla J. Penazek  
Carla J. Penazek, Incorporator  
99 Garnsey Road  
Pittsford, NY 14534

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## **NYS Not-For-Profit Corporation Law - Section 1411**

Appendix L

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## **BYLAWS**

Appendix C

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## **CODE OF ETHICS**

Appendix D

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## **PERFORMANCE GOALS**

Appendix E

## **AUTHORITIES & SUBSIDIARIES**

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None

## **OPERATIONS & PROGRAMS**

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### **SUMMARY**

- A seven (7) member board governs the Corporation, with three (3) voting Directors appointed by the Chairman of the Onondaga County Legislature, three (3) voting Directors appointed by the County Executive, and one (1) additional voting Director of the Corporation jointly appointed by a majority of the Onondaga County Legislature and the County Executive; all directors are subject to confirmation by the Onondaga County Legislature.
- Operating funds are derived solely from fees paid by applicants receiving assistance and the interest earned on the Corporation fund balance.
- The Onondaga County Office of Economic Development administers the Onondaga Civic Development Corporation.
- During the 2023 fiscal year, the Corporation conducted fifteen (15) public meetings. These included five (5) regular meetings, one (1) organizational meeting, six (6) committee meetings, one (1) annual meeting and two (2) public hearings.
- An independent certified public accounting firm performs the annual financial audit of the Corporation. The report will be available after March 31, 2024 at [www.ongoved.com](http://www.ongoved.com).

## **PROGRAMS & INCENTIVES**

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The Corporation provides support and operates incentive programs consistent with its power and mission statement.

- Financing – The Corporation has the power to issue tax-exempt private activity bonds as well as taxable bonds.
- OCDC is a local development corporation authorized to issue bonds on behalf of not-for-profit organizations and for-profit entities. As such, the corporation offers a local, convenient and more economical financing opportunity to access capital for projects that enhance, create, and preserve economic and employment opportunities within the County.
- The Economic Growth Fund was created in 2011. Its primary goal is to offer assistance to those projects and purposes that will affect the economic position of Onondaga County and for which financial support typically is not available from other public, community, or foundation funds.

## **2023 ACCOMPLISHMENTS**

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- Conducted Corporation one (1) Annual meeting, one (1) organizational meeting, five (5) board meetings, two (2) public hearings and six (6) committee meetings.
- Adhered to and met all PAAA requirements.
- OCDC continues to manage Hancock Airpark.
- Received 2 bond applications.
- Entered into one service contract with Galaxy Media Partners, Inc., and was a grant recipient from OCDC in 2023.

## **ASSESSMENT OF THE EFFECTIVENESS OF INTERNAL CONTROL STRUCTURE AND PROCEDURES**

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This statement certifies that management has documented and assessed the internal control structure and procedures of the Onondaga County Civic Development Corporation for the year ending December 31, 2023. This assessment found the corporation's internal controls to be adequate, and to the extent that deficiencies were identified, the authority has developed corrective action plans to reduce any corresponding risk. See Appendix E.

## **MATERIAL CHANGES IN OPERATIONS & PROGRAMS**

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None.

**2023 OCDC PROJECT**

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**Projects Undertaken by the Corporation**

Name	Project Description	Bond Amount
Crouse Health Hospital	Refinancing of existing bond.	90,000,000
Country Club Associates, LLC	Refinancing of existing bonds.	\$7,000,000



## **2023 FINANCIAL REPORT**

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The Public Authority Accountability Act of 2005 (PAAA) as amended in 2009 is designed to ensure greater efficiency and accountability for New York's public authorities, including Industrial Development Agencies. Among the requirements of the PAAA is the preparation of an annual report that is to contain specified information. This section of the Agency Annual Report summarizes the financial information required by the PAAA.

The financial report can be found in the 2023 annual audit for OCIDA and can be referred to on the Onondaga County Office of Economic Development website: [www.ongoved.com](http://www.ongoved.com)

## Four-Year Financial Plan

<b>1. Operating Expenses/Program Expenses</b>	<b>2023 Budget</b>	<b>2024 Budget</b>	<b>2025 Budget</b>	<b>2026 Budget</b>	<b>2027 Budget</b>
Service Contracts	\$ 76,500	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000
Onondaga County - Contractual Support Services	\$ 133,110	\$ 117,000	\$ 117,000	\$ 117,000	\$ 117,000
Rent	\$ 132,600	\$ -	\$ -	\$ -	\$ -
Copier	\$ 3,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500
Depreciation Expense	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000
Professional Fees	\$ 26,010	\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000
Office Expenses	\$ 15,810	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000
Insurance	\$ 10,000	\$ 2,200	\$ 2,200	\$ 2,200	\$ 2,200
Meeting Expenses	\$ 10,000	\$ 250	\$ 250	\$ 250	\$ 250
Miscellaneous Expense	\$ 5,324	\$ 50	\$ 50	\$ 50	\$ 50
<b>Total Operating/Program Expenses</b>	<b>\$ 415,854</b>	<b>\$ 153,000</b>	<b>\$ 153,000</b>	<b>\$ 153,000</b>	<b>\$ 153,000</b>

<b>2. Revenue</b>	<b>2023 Budget</b>	<b>2024 Budget</b>	<b>2025 Budget</b>	<b>2026 Budget</b>	<b>2027 Budget</b>
Project Fees	\$ 306,510	\$ 120,750	\$ 120,750	\$ 120,750	\$ 120,750
Application Fees	\$ 10,710	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000
Property Sales	\$ 31,110	\$ -	\$ -	\$ -	\$ -
Rental Income	\$ 61,200	\$ -	\$ -	\$ -	\$ -
Other Income	\$ 5,610	\$ 1,250	\$ 1,250	\$ 1,250	\$ 1,250
Interest Income	\$ 510	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000
Miscellaneous Income	\$ 204	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000
<b>Total Revenue</b>	<b>\$ 415,854</b>	<b>\$ 153,000</b>	<b>\$ 153,000</b>	<b>\$ 153,000</b>	<b>\$ 153,000</b>

### Bond, Legal and Audit Detail

The bond, legal, and audit detail can be found in the 2023 annual audit for OCDC and can be referred to on the Onondaga County Office of Economic Development website: [www.ongoved.com](http://www.ongoved.com)

### Revenue & Expense Detail

The revenue and expense detail can be found in the 2023 annual audit for OCDC and can be referred to on the Onondaga County Office of Economic Development website: [www.ongoved.com](http://www.ongoved.com)

### Assets & Liabilities Detail

The assets & liabilities detail can be found in the 2023 annual audit for OCDC and can be referred to on the Onondaga County Office of Economic Development website: [www.ongoved.com](http://www.ongoved.com)

# Appendices

## Appendix A

### **BOARD BIOGRAPHIES**

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#### **Michael La Flair**

Michael La Flair currently serves as the Director of Marketing & Community Relations for Housing Visions Unlimited, Inc., a not-for-profit Developer, General Contractor, and Property Manager. He also serves as a Town Councilor representing the Second Ward in the Town of Camillus. In addition, Michael is a member of the Board of Director's for the Onondaga Citizens League and the Syracuse Northeast Community Center. Previously, he worked in private, not-profit and government sectors. Michael earned a B.S in Business Management from Le Moyne College and also holds a Masters in Business Administration, with a concentration on Leadership from Le Moyne College. He has been married to his wife Stacey for 20 years and they are the proud parents of three daughters.

#### **Alison K. Miller**

Alison Miller has spent nearly her entire career in commercial banking in Upstate New York. She moved to the Syracuse area in 1997 and is presently the Central NY Commercial Market Executive for Five Star Bank. Ms. Miller has her MBA with a concentration in Finance from LeMoyne College and is an Executive Leadership graduate of Cornell University. She is on the Syracuse Regional Loan Committee for the New York Business Development Corp (NYBDC), Board Member of Juvenile Diabetes Research Fund (JDRF), and Advisory Board Member for Elmcrest Children's Center. She resides in Skaneateles, NY.

#### **Kimberly Townsend**

Dr. Kimberly Townsend is President and Chief Executive Officer of Loretto, a continuing care system located in New York, with assets in skilled nursing, housing, managed care, short term rehabilitation and medical adult day services. Prior to joining Loretto, Dr. Townsend was the Associate General Counsel and Senior Director of Government Affairs for Welch Allyn, Inc. She is currently a Governor's Appointee to the New York State Workforce Investment Board. She also serves as a board member and in board leadership positions for a number of non-profit organizations. Dr. Townsend received her BS and MBA from the Whitman School of Management, her JD from Syracuse University College of Law, her MPA from the Maxwell School of Public Administration and her Doctorate in Executive Leadership from St. John Fisher College. She is admitted to practice by the New York, New Jersey and Washington, D.C. bars. She is an expert in the fields of healthcare management, board governance, and leadership, and is also the author of the book: *Lifecircle Leadership: How Exceptional People Make Every Day Extraordinary*.

#### **Mitchell Latimer**

Mitchell Latimer is a Council Representative and Delegate to the North Atlantic States Regional Council of Carpenters. Mr. Latimer has held this position for the past 4 years and has been a member of the Local 277 Carpenters Union since 2001. Mr. Latimer is currently a Trustee on the North Atlantic States Carpenters Training Fund, a member of the Liverpool School District Advisory Council, sits on the committee for Syracuse Build, and the I-81 Workforce Development Committee. Mitch resides in Liverpool, NY. He has been happily married to his beautiful wife Krista for 10 years and is the proud father to three daughters.

**Kevin Kuehner**

Kevin Kuehner is a Board Certified Civil Trial Lawyer. Mr. Kuehner was appointed by Onondaga County Executive Ryan McMahon and Legislature Chairman David Knapp as Director of the Onondaga Civic Development Corporation. He is a graduate of Le Moyne College and Syracuse College of Law. He dedicates a considerable amount of time to teaching other lawyers through Continuing Legal Education Seminars and has been an adjunct professor at Syracuse University since 1999. Kevin resides in the City of Syracuse with his wife Jill and their 5 children.

**Virginia Biesiada O'Neill**

Ginny Biesiada O'Neill served as the Chief Administrative Officer of a Syracuse-based real estate development and property management firm for over 25 years, overseeing human resources, organizational development and planning, training, risk management and marketing for the company and all of its related entities. Currently she is providing human resource consulting services to small and mid-size for profit and not for profit firms. She has served as Chair of the Board of Directors of the United Way of Central New York, President of the Board of Trustees of the Onondaga County Public Library system, Chair of the Board of Trustees of the Make-A-Wish Foundation of Central New York, President of the Board of Directors of the Children's Consortium, and President of the Syracuse Onondaga County Youth Board. She is a graduate of the University at Albany, earned a Certificate in Human Resource Studies from Cornell University and is a graduate of Leadership Greater Syracuse.

**Vincent M. Cioci**

Vincent Cioci is a serial entrepreneur with experience in a wide breadth of industries throughout the Central New York region. From Telecommunications to Manufacturing & Logistics, Vincent has been a consistent leader within his established organizations. In his role as CEO of Luck Grove Telecom & Construction, Vincent has brought hundreds of jobs to the region and provided opportunities in an expanding industry to a population that would not have been typically afforded the chance. Vincent is a graduate from SUNY Oswego with a BS in Business Administration and Management. He lives in Marcellus, NY with his wife Kayleigh, two sons, and one on the way.

**Appendix B**

**2023 BOARD PERFORMANCE EVALUATIONS**

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**2023 Board Self Evaluation**

<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>	<b>Did Not Answer</b>
Board members have a shared understanding of the mission and purpose of the Agency.	6				
The policies, practices and decisions of the Board are always consistent with this mission.	6				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	6				
The Board has adopted policies, by-laws, and practices for the governance, management and operations of the Agency & reviews these annually.	6				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	6				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	6				
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.	6				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	6				
The Board knows the statutory obligations of the Agency and if the Agency is in compliance with state law.	6				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	6				
Board members have sufficient opportunity review material and discuss recommendations before decisions are made and votes taken.	6				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	6				

The Board works with management to implement risk mitigation strategies before problems occur.	6				
Board members demonstrate leadership and vision and work respectfully with each other.	6				

### 2023 Staff Evaluation Summary

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Does the staff have an understanding of the mission, duties & responsibilities of the Agency?	6				
Does the staff sufficiently fulfill the Board's administrative duties?	6				
Does the staff provide the Board with the information necessary for the Board to fulfill its duties in a prudent and timely manner?	6				
Does the staff encourage open discussion at Agency meetings by presenting information and responding to inquiries from board members, clearly and openly?	6				
Does the staff acknowledge to the Board a financial or other conflict of interest, as defined in Agency policy, with any project that may come before the Board during a staff member's tenure with the Board?	6				
Has each staff member submitted executed copies of each administrative document required of him/her by the County Legislature, State Statute or Regulation, or Board policies?	4				2

**Finance Committee Self-Evaluations Summary  
2023**

<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			



## 2022 Audit Committee Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			

## 2023 Governance Committee Evaluation Summary

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee’s charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			

## **Appendix C**

### **BY-LAWS OF ONONDAGA CIVIC DEVELOPMENT CORPORATION** Adopted October 14, 2010

#### **ARTICLE I - THE CORPORATION**

##### **SECTION 1. - NAME.**

The Corporation shall be known as the "ONONDAGA CIVIC DEVELOPMENT CORPORATION."

##### **SECTION 2. - OFFICES.**

The principal office of the Corporation shall be located in the County of Onondaga (the "County"). The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

##### **SECTION 3. - PURPOSES.**

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

#### **ARTICLE II - MEMBERSHIP**

##### **SECTION 1. - COMPOSITION OF MEMBERSHIP.**

The sole Member of the Corporation shall be the County Executive of Onondaga County, ex officio. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein.

##### **SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.**

The Members shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation and the By-Laws of the Corporation.

##### **SECTION 3. - ANNUAL MEETING OF THE CORPORATION**

The Members shall hold an annual meeting of the Corporation within six months after the end of each fiscal year at a convenient time and place designated by the Members. At the annual meeting, Directors shall be appointed pursuant to Article III hereof for positions where a new directorship is created or the term of a class of Director has expired, receive the annual report and transact such other business as may properly come before the meeting.

##### **SECTION 4. - ANNUAL REPORT TO THE MEMBERS AND THE ONONDAGA COUNTY LEGISLATURE.**

At the annual meeting of the Corporation, the Directors or designated officer of the Corporation shall present an annual report showing in appropriate detail the following information:

- (a) A complete verified or audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and
- (b) A summary of the activities of the Corporation during the preceding year.
- (c) Said statement and summary as set forth in (a) and (b) above shall be delivered to the Clerk of the Onondaga County Legislature within five (5) days of presentation to the Members.

The annual report shall be filed with the minutes of the annual meeting.

#### SECTION 5. - SPECIAL MEETINGS OF THE CORPORATION.

Special meetings of the Corporation may be called at any time by the Members and shall be called by the Secretary within fourteen (14) days of receipt of a written request from the Members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if by unanimous consent all of the Members present at such meeting elect to transact business not previously described in the aforementioned notice, then the Corporation may transact such other business.

#### SECTION 6. - PLACE OF MEETINGS; ORGANIZATION

All membership meetings shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Members. At each membership meeting, the Members shall preside. The Secretary, or, in his or her absence, a person chosen by the Members, shall keep complete and accurate minutes of the meeting.

#### SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by mail to each Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a Member at his or her address as it appears on the record of Members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

#### SECTION 8. – QUORUM OF MEMBERS

(a) The presence of at least a majority of the Members shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place is announced at the meeting adjourned.

#### SECTION 9. - ACTION BY THE MEMBERS

(a) Each Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members. Unless otherwise required by law or these By-Laws, the vote of a majority of Members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the Members.

(b) Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

#### SECTION 10. - PROPERTY RIGHTS OF MEMBERS

The Members shall not have any rights or interests in or to the property or assets of the Corporation.

### **ARTICLE III - BOARD OF DIRECTORS**

#### SECTION 1. - POWER OF BOARD OF DIRECTORS.

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

#### SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS.

(a) The number of voting Directors shall be no more than seven, with three (3) voting Directors appointed by the Chairman of the Onondaga County Legislature, three (3) voting Directors appointed by the County Executive, and one (1) additional voting director of the Corporation jointly appointed by a majority of the Onondaga County Legislature and the County Executive all subject to confirmation by the Onondaga County Legislature. The voting Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation and any applicable resolution. Any subsequent increase or decrease in the size of the Board of Directors shall be in multiples of two with one Director from Class A and one Director from Class B constituting one of the two in each multiple. Any change in the number of Directors will also require the affirmative vote of 6/7 of the entire Board of Directors, together with approval by each appointing authority and the Onondaga County Legislature. The voting Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution. As used in these By-Laws, "the entire Board of voting Directors" means the total number of voting Directors that the Corporation would have if there were no vacancies on the Board.

(b) The voting Directors shall be divided into classes as follows: there shall be three Class A Directors chosen by the County Executive, one of which Directors shall serve an initial term of two years, one of which Directors shall serve an initial term of three years and one of which Directors shall serve an initial term of four years; there shall be three Class B Directors chosen by the Chairman of the Onondaga County Legislature, one of which Directors shall serve an initial term of two years, one of which Directors shall serve an initial term of three years and one of which Directors shall serve an initial term of four years. All Class A and Class B appointments shall be confirmed by the Onondaga County Legislature. There shall be one class C Director chosen jointly by the County Executive and a majority of the Onondaga County Legislature who shall serve an initial term of three years. After the initial term, each Class shall serve three year terms.

(c) Voting Directors shall be eligible to serve an unlimited number of consecutive terms.

(d) Neither the President/Chief Executive Officer nor the Treasurer/Chief Financial Officer shall serve as Directors of the Corporation.

(e) All Directors of the Board appointed after January 15, 2006 shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. All other Directors of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

(f) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Directors shall be Independent Directors, as such term is defined in paragraph (g) below.

(g) Independence. For the purposes of these By-Laws, an Independent means any person who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

### SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the other Directors or to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any Director may be removed from the Board with or without cause by the affirmative vote of the appointing authority and the affirmative vote of 6/7 of the entire Board of Directors. .

### SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring for any reason, shall be filled as follows: any vacancies in a Class A Director shall be filled by the County Executive, subject to confirmation by the County Legislature, any vacancy in a Class B Director shall be filled by the Chairman of the County Legislature, subject to confirmation by the County Legislature and any vacancy in Class C shall be filled jointly by the County Executive and a majority of the County Legislature subject to confirmation by the Onondaga County Legislature. Such vacancies shall be filled as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director elected to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is elected and takes office.

#### SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held after the annual meeting of the Corporation described in Article II, Section 3 above at a convenient time and location designated by the Board. Written notice of the annual meeting shall be mailed or delivered to each voting Director of the Corporation prior to the meeting.

#### SECTION 6. - ANNUAL REPORT.

A Director designated by the Members or the President and the Treasurer shall present at the annual meeting of the Board of Directors a copy of the annual report described in Article II, Section 4 above.

#### SECTION 7. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by a two Directors or by the President or any other officer of the Corporation. Written notice shall be mailed or delivered to each voting Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

#### SECTION 8. - WAIVERS OF NOTICE.

Notice of a meeting need not be given to any voting Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

#### SECTION 9. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the voting Directors may from time to time by resolution determine.

#### SECTION 10. – OPEN MEETINGS

The Corporation is subject to Open Meetings Law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

#### SECTION 11. – FREEDOM OF INFORMATION

The Corporation is subject to Freedom of Information Law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

#### SECTION 12. – PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to the Public Authorities Accountability Act of 2005 (the “PAAA”) and shall comply with the PAAA, as set forth within the New York State Public Authorities Law.

#### SECTION 13. – STATE ENVIRONMENTAL QUALITY REVIEW ACT

Upon the determination of the Board of Directors to do business with the State of New York, the Corporation shall comply with the State Environmental Quality Review Act, as set forth within Article 8 of the New York Environmental Conservation Law.

#### SECTION 14. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of voting Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the voting Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all voting Directors.

#### SECTION 15. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each voting Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided in Section 14(b) above, the vote of a majority of the voting Directors of the entire Board shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the entire Board of Directors.

#### SECTION 16. - ORGANIZATION.

At each meeting of the Board of Directors, a chairperson chosen by a majority of the voting Directors shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the voting Directors present, shall keep complete and accurate minutes of the meeting.

#### SECTION 17. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary or the designated Director in the minutes thereof.

#### SECTION 18. - COMPENSATION.

The Directors shall serve without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

#### SECTION 19. - ANNUAL INDEPENDENT AUDIT.

The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the PAAA and generally accepted government auditing standards certified by a firm of independent public accountants. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;

(ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(iii) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and



- (v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.
- (vi) A copy of the reports set forth in (i) through (v) above shall be presented to the Clerk of the Onondaga County Legislature within five (5) days of presentation to the Board.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

- (i) all critical accounting policies and practices to be used;
- (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;
- (iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

#### SECTION 20. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

### ARTICLE IV - COMMITTEES

#### SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-Laws, each Standing Committee shall consist of at least one voting Director. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the Members of any action requiring its approval;
- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-Laws or the adoption of new By-Laws; or
- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) Until changed by amendment of these By-Laws, the Corporation shall have the following Committees:

Audit Committee. There shall be an Audit Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting. To the extent practicable, members of the Audit Committee

should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit.

Governance Committee. There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members and the Chairman of the Onondaga County Legislature on the skills and experience required of potential Directors.

#### SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of voting Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by a plurality of the votes cast by the Directors of the Corporation.

#### SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The President, or his or her designee, may attend all committee meetings, but does not possess any voting rights.

#### SECTION 4. - QUORUM.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

#### SECTION 5. - MANNER OF ACTING.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Action by a committee shall be taken by majority vote at a meeting.

### **ARTICLE V - OFFICERS**

#### SECTION 1. - PRESIDENT; VICE PRESIDENT; OTHER OFFICERS.

The Corporation may have a President/Chief Executive Officer, a Treasurer/Chief Financial Officer, and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of President/Chief Executive Officer and Secretary shall not be held by the same person. No Director shall hold the office of President/Chief Executive Officer or of Treasurer/Chief Financial Officer. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors.

#### SECTION 2. - TERMS OF OFFICERS.

The officers shall be appointed by the Board of Directors and, other than the President/Chief Executive Officer and Treasurer/Chief Financial Officer, shall be appointed from among the members of the Board at its annual

meeting. Should a Director be appointed President/Chief Executive Officer, Treasurer/Chief Financial Officer, said Director must resign as a condition of qualifying for such office. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

#### SECTION 3. - ADDITIONAL OFFICERS.

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Secretary, and any other position established by the Board of Directors from time to time.

#### SECTION 4. - REMOVAL OF OFFICERS.

Any officer may be removed by majority vote of the voting Directors, with or without cause, at any time.

#### SECTION 5. - RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

#### SECTION 6. - VACANCIES.

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of voting Directors as provided for in Section 2 of Article V above.

#### SECTION 7. – PRESIDENT/CHIEF EXECUTIVE OFFICER.

The Board of Directors shall appoint the President/Chief Executive Officer by resolution, which resolution shall set the President/Chief Executive Officer's annual compensation. The President shall be the Chief Executive Officer of the Corporation and shall generally supervise all its affairs. The President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 8. - SECRETARY.

The Board of Directors shall appoint the Secretary by resolution, which resolution shall set the Secretary's annual compensation. It shall be the duty of the Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the President. From time to time, the Board of Directors may designate duties of the Secretary to an appointed Acting Secretary who will perform such duties as may be assigned to him or her.

#### SECTION 9. – TREASURER/CHIEF FINANCIAL OFFICER.

The Board of Directors shall appoint the Treasurer/ Chief Financial Officer by resolution, which resolution shall set the Treasurer/Chief Financial Officer's annual compensation. It shall be the duty of the Treasurer, as Chief Financial Officer of the Corporation, to oversee the financial affairs of the Corporation, report at each regular

meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Treasurer shall be the Contracting Officer of the Corporation for the disposition of real and personal property in accordance with the provisions of the PAAA. The Treasurer shall be the Freedom of Information Officer of the Corporation in accordance with the provisions of the New York State Freedom of Information Law. The Treasurer shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. From time to time, the Board of Directors may employ or contract with an appointed Acting Treasurer to whom the Board of Directors may designate certain duties of the Treasurer and other such duties as may be assigned to him or her.

#### SECTION 10. - COUNTY PERSONNEL.

The Corporation may use the agents, employees and facilities of the County. In such event, the Corporation will, by resolution, enter into a contract with the County providing the terms upon which the County will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the County for the use by the Corporation of the County's agents, employees and facilities.

### **ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

#### SECTION 1. - EXECUTION OF CONTRACTS.

The Board of Directors may on its own, except as these By-Laws otherwise provide, or may authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

#### SECTION 2. - LOANS.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

#### SECTION 3. - CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by a designated Director, the President, Vice-President or Chief Executive Officer and the Secretary, Treasurer or Acting Secretary.

#### SECTION 4. - DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

#### SECTION 5. - INVESTMENTS.

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

## **ARTICLE VII - GENERAL**

### **SECTION 1. - SEAL.**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

### **SECTION 2. - BOOKS AND RECORDS.**

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes and statements of written action by the Members, (3) minutes of the proceedings of the Board of Directors and its committees, (4) a current list of the Members, Directors and officers of the Corporation and their residence addresses, (5) a copy of the Certificate of Incorporation, and (6) a copy of these By-Laws. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

### **SECTION 3. - INDEMNIFICATION.**

The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

### **SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.**

The Board of Directors may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

### **SECTION 5. - LOANS TO MEMBERS AND OFFICERS.**

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or renewing any extension of credit, in the form of a personal loan to or for any Member, Director, or Officer, or to any other company, corporation, firm, association or other entity in which one or more of the Members, Directors or Officers of the Corporation are members, director or officers or hold a substantial financial interest.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

## **ARTICLE IX - RULES OF ORDER AND BYLAW CHANGES**

### **SECTION 1. - RULES OF ORDER.**

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-Laws.

### **SECTION 2. - BYLAW CHANGES.**

These By-Laws may be amended, repealed or adopted only by the affirmative vote of 6/7 of the voting Directors of the Corporation and approval of the appointing authorities and the Onondaga County Legislature.

## **Appendix D**

### **CODE OF ETHICS**

#### **ARTICLE I. PURPOSE AND CONSTRUCTION**

The Citizens of Onondaga County are entitled to expect the highest degree of conduct on the part of the Onondaga Civic Development Corporation (the "Corporation") officers, staff and directors. The directors of the Corporation recognize that there must be rules of ethical conduct for its officers, staff and appointed officials to observe if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Corporation. It is the purpose of this Code of Ethics to promulgate these rules of ethical conduct for the officers, staff and directors of the Corporation. These rules shall serve as a guide for official conduct of such officers, staff and directors.

#### **ARTICLE II. DEFINITIONS**

##### **Section 2.1.**

Unless otherwise specifically indicated, for purposes of this Code of Ethics, the following terms shall have the following meanings:

- (a) "Corporation" means the Onondaga Civic Development Corporation.
- (b) "Appropriate body" pursuant to Article 18 of General Municipal Law means the Board of Ethics of the County of Onondaga.
- (c) "Child" means any son, daughter, step-son or step-daughter of a Corporation officer, staff or director if such child is under 18 or is a dependent of the officer, staff or director as defined in the Internal Revenue Code Section 152(a)(1) and (2) and any amendments thereto.
- (d) "County" means the County of Onondaga.
- (e) "Interest" means a direct or indirect pecuniary or material benefit accruing to a Corporation officer, staff or director, his or her spouse, or child whether as the result of a contract with the Corporation or otherwise. For the purpose of this Code of Ethics, a Corporation officer, staff or director shall be deemed to have an interest in the contract of (i) his/her spouse and children, except a contract of employment with the Corporation (ii) a firm, partnership or association of which such officer, staff or director or his/her spouse or child is a director or staff; (iii) a corporation of which such officer, staff or director, or his/her spouse or child is an officer or director; and (iv) a corporation of which more than 5% of the outstanding capital stock is owned by an officer, staff or director, or his/her spouse or child.
- (f) "Relative" means a spouse or child of a Corporation officer, staff or director.
- (g) "Spouse" means the husband or wife of an officer, staff or director subject to the provisions of this Code of Ethics unless legally separated from such officer, staff or director.

#### **ARTICLE III. CODE OF ETHICS**

There is hereby established and adopted a code of ethics containing the following standards of conduct for officers, staff and directors of the Corporation.

### Section 3.1.

- (a) Receipt or Benefit. They shall not directly or indirectly solicit, accept or agree to accept any benefit from another person upon an agreement that his/her vote, opinion, judgment, action, decision or exercise of discretion as a Corporation officer, staff or director will thereby be influenced. A donation to a person seeking public or party office or to a committee supporting the efforts of such person shall not be considered such a benefit hereunder.
- (b) Confidential Information. They shall not disclose information which is lawfully confidential and acquired by them in the course of their official duties or use such information to further their personal interests.
- (c) Representation before the Corporation. They shall not receive or enter into any agreement, express or implied, for compensation or benefit to themselves or a relative, directly or indirectly, for services to be rendered in relation to any matter before the Corporation.
- (d) Disclosure of interest in any Corporation Contract. To the extent that they know thereof, any officer, staff or director of the Corporation who has any interest in any contract or agreement of the Corporation shall make prior disclosure in writing to the Chairman of the Corporation and to the Corporation's Counsel and shall withdraw from participation in any Corporation process with respect thereto, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.
- (f) Partnership, unincorporated association or corporation. No partnership or unincorporated association of which a Corporation officer, staff or director is a director or staff or in which he or she has a proprietary interest, nor any corporation of which a Corporation officer, staff or director is an officer or director or legally or beneficially owns or controls more than five percent (5%) of the outstanding stock, shall appear before the Corporation without full disclosure to the directors, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.
- (g) Investments in conflict with official duties. An officer, staff or director shall not invest or hold any investment directly or indirectly in any financial, business, commercial or other private endeavor or entity, which creates a conflict with his or her Corporation duties.
- (h) Private employment or services. An officer, staff or director shall not engage in, solicit, negotiate for or promise to accept employment or render services for private interests when such employment or service creates a conflict of interest with or impairs the proper discharge of official Corporation duties. In the event such a conflict arises with respect to a director, (s)he shall notify the Chairman of the Corporation of same and withdraw from participation in any Corporation process with respect thereto.
- (i) Future employment. For a period of one (1) year after the termination of service or employment with the Corporation, no former officer, staff or director, on his or her own behalf, or as a staff member, director, agent or representative of another may apply to or appear before or conduct business with respect to the Corporation in any matter concerning which he or she personally rendered substantial services and made policy decisions during the period of his or her term of office, service or employment by the Corporation. Said one (1) year prohibition may be waived by the embers for good cause upon written application for such officer, staff or director. At the expiration of the one (1) year period and thereafter, the former officer, staff or director shall make prior disclosure in writing to the directors of the nature and extent of his/her Corporation involvement with matters (s)he now seeks to address with the Corporation.



- (i) Offer of Employment. An officer, staff or director shall disclose in writing to the directors any offer of employment received from any person, firm or corporation which, to the knowledge of such officer, staff or director, is furnishing or seeking to furnish goods or services to the Corporation, if such officer, staff or director has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, staff or director enters into negotiations for such employment. Such disclosure must be made whether or not such offer and negotiations are verbal or written and whether or not the offer is accepted.

Section 3.2.

All persons, firms, or corporations rendering services to the Corporation as contractors, consultants, or in any other professional capacity, whether paid or unpaid, shall file an instrument with the Corporation. Such instrument shall be in the form of a written affidavit and shall state that "the party agrees that it has no interest and will not acquire any interest, direct or indirect that would conflict in any manner or degree with the performance of the services to be rendered to the Corporation." Such instrument shall further state that "the party further agrees that, in the rendering of services to the Corporation, no person having any such interest shall knowingly be employed by it." Filing of all or part of such instrument may be waived by the directors for good cause upon written application.

## Appendix E

### PERFORMANCE GOALS

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#### **Public Authority's Mission Statement:**

The Onondaga Civic Development Corporation supports the County of Onondaga government, businesses, and not for profit corporations. It also serves as a facilitator of solutions for governmental problems through its flexible and efficient statutory powers. OCDC uses available financial and policy incentives to stimulate economic growth, lessen the burdens of government, promote job creation and retention, generate prosperity, improve the quality of life of residents, and encourage economic vibrancy. OCDC strives to provide local, convenient, and economical financing opportunities for its constituents in Onondaga County. OCDC takes pride in its understanding of local economic development opportunities, flexibility to meet municipal needs, and fast response to ever changing economic development demands.

**Date Adopted:** January 10, 2013

#### **List of Performance Goals:**

- To relieve and reduce unemployment, promote and provide for additional and maximum employment while improving and maintaining job opportunities.
- To lessen the burden of government and act in the public interest
- To foster the creation, retention and expansion of jobs and economic opportunities for the benefit of the County, State and local economies
- To provide a local, convenient and more economical financing opportunity for not-for profit organizations.

#### **Additional questions:**

**1. Have the board members acknowledged that they have read and understood the mission of the public authority?**

Yes

**2. Who has the power to appoint the management of the public authority?**

The voting board members shall appoint officers at the Corporation's annual meeting.

**3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?**

The Corporation's by-laws serve as the policy for appointing management.

**4. Briefly describe the role of the Board and the role of management in the implementation of the mission.**

Corporation contract staff is responsible for the administration and management of the Corporation’s programs and policies, and satisfaction of all statutory requirements. The Board sets all policies and programs through majority approval of the Board.

**5. Has the Board acknowledged that they have read and understood the responses to each of these questions?**

Yes, the performance measurement report was presented to the Board for approval at the March 12, 2024 meeting.

<b>FISCAL YEAR 2023 REPORT ON INTERNAL CONTROLS</b>			
<b>CORPORATION ACTION</b>	<b>CONTROL</b>	<b>CONTROL PROCESS</b>	<b>FINDING</b>
<ul style="list-style-type: none"> <li>Project review</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> <li>By-Laws</li> </ul>	<ul style="list-style-type: none"> <li>Written Application</li> <li>Staff Review</li> <li>Board Attorney Oversight</li> <li>Board Review &amp; Approval</li> <li>Conflict of Interest Statement</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>SEQRA Determination</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> <li>By-Laws</li> </ul>	<ul style="list-style-type: none"> <li>Formal EAF Statement</li> <li>Staff Review</li> <li>Attorney Review</li> <li>Board Review &amp; Finding</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>Public Hearing</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> <li>By-Laws</li> </ul>	<ul style="list-style-type: none"> <li>Board Approval</li> <li>Written Minutes</li> <li>Report on Public Hearing at Board Meeting</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>Project Inducement</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> </ul>	<ul style="list-style-type: none"> <li>Written Application</li> <li>Staff Review</li> <li>Board Attorney Oversight</li> <li>Finance Committee Review &amp; Approval</li> <li>Board Review &amp; Approval</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>Benefit Oversight (Bond Financing)</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> <li>Corporation Policies</li> </ul>	<ul style="list-style-type: none"> <li>Staff Review</li> <li>President/CEO Oversight</li> <li>Board Review &amp; Approval of Annual Reporting</li> <li>Comptroller/ABO review</li> </ul>	Adequate

<ul style="list-style-type: none"> <li>Corporation Service Contracts</li> </ul>	<ul style="list-style-type: none"> <li>Procurement Policy</li> <li>Economic Growth Fund Guidelines</li> </ul>	<ul style="list-style-type: none"> <li>Review by Staff</li> <li>Attorney Review</li> <li>Governance Committee Review &amp; Approval</li> <li>Board Review &amp; Approval</li> <li>Service Contract Agreements</li> <li>Annual Audit of Expenditures</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>Corporation Fees</li> </ul>	<ul style="list-style-type: none"> <li>Regulation</li> <li>Project Fee Policy</li> <li>Legal Fee Policy</li> </ul>	<ul style="list-style-type: none"> <li>Staff Review</li> <li>Attorney Review</li> <li>Board Review &amp; Approval</li> <li>Annual Audit</li> </ul>	Adequate
<b>Public Access</b>			
<ul style="list-style-type: none"> <li>Documents &amp; Administration</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> <li>Foil Policy</li> <li>Corporation By-Laws</li> <li>Corporation Policies</li> </ul>	<ul style="list-style-type: none"> <li>Annual Election of FOIL Officer</li> <li>Annual Election of FOIL Appeals Officer</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>Public Comment</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulations</li> <li>Corporation By-Laws</li> </ul>	<ul style="list-style-type: none"> <li>Publication of Hearing/Meeting Notices</li> <li>Written Record of Proceedings</li> <li>Report Public Comments to Board for each Project</li> </ul>	Adequate
<b>Corporation Administration</b>			
<ul style="list-style-type: none"> <li>Understanding of Mission, Goals, Process &amp; Controls</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Corporation By-Laws</li> <li>Corporation Policies</li> </ul>	<ul style="list-style-type: none"> <li>PAAA Training</li> <li>New Member Orientation</li> <li>Annual Acknowledgement of Responsibilities</li> </ul> <p>Corporation Handbook - Reference Material for Board</p>	Adequate
<ul style="list-style-type: none"> <li>Ethics &amp; Conflict of Interests</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Conflict of Interest Policy</li> <li>Corporation Code of Ethics</li> </ul>	<ul style="list-style-type: none"> <li>Annual Conflicts Acknowledgement</li> <li>Conflict Statement for each project prior to Inducement</li> <li>Whistle Blower Officer</li> </ul>	Adequate
<b>Agency Finances</b>			
<ul style="list-style-type: none"> <li>Financial Planning &amp; Expenditures</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Regulation</li> <li>Agency Policies</li> <li>Procurement Policy</li> </ul>	<ul style="list-style-type: none"> <li>Annual Budget</li> <li>Annual Audit</li> <li>County Contract for Services</li> <li>Board Monthly Review of Finances</li> <li>Board Approval of Monthly Payment of Bills</li> <li>Signature Authority and Two Signature for all expenditures</li> </ul>	Adequate
<ul style="list-style-type: none"> <li>Financial Safeguards</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Procurement Policy</li> <li>Travel Policy</li> </ul>	<ul style="list-style-type: none"> <li>Approval of Board of all expenditures</li> <li>Approval of County officer of shared expenditures for travel</li> </ul>	Adequate

**Appendix F**

**Pending Litigation**

*No pending litigation*

## **APPENDIX G**

Description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding.

1. Hancock Airpark sold tax parcel 057.-02-29.4 and part of 057.-02-18.2 on January 18, 2023, to Stewart Hancock Partners LLC for a sale amount of \$28,000.00.

### **OCDC Contracts**

OCDC conducts competitive procurement processes (such as Requests for Proposals) in accordance with OCDC's Procurement policy.

Based on the needs of OCDC, entities who respond to these competitive processes are awarded work and, where appropriate, applicants to the Agency reimburse the Agency for costs related to the review of applications and/or project specific work.

## APPENDIX H

### § 1411. Local Development Corporations.

#### (a) Purposes.

This section shall provide an additional and alternate method of incorporation or reincorporation of not-for-profit corporations for any of the purposes set forth in this paragraph and shall not be deemed to alter, impair or diminish the purposes, rights, powers or privileges of any corporation heretofore or hereafter incorporated under this section or under the stock or business corporation laws. Corporations may be incorporated or reincorporated under this section as not-for-profit local development corporations operated for the exclusively charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest, and any one or more counties, cities, towns or villages of the state, or any combination thereof, or the New York job development authority in exercising its power under the public authorities law to encourage the organization of local development corporations, may cause such corporations to be incorporated by public officers or private individuals or reincorporated upon compliance with the requirements of this section, and it is hereby found, determined and declared that in carrying out said purposes and in exercising the powers conferred by paragraph (b) such corporations will be performing an essential governmental function.

#### (b) Type of corporation.

A local development corporation is a Type C corporation under this chapter.

#### (c) Powers.

In furtherance of its purposes set forth in paragraph (a) but not for any other purposes, a local development corporation incorporated or reincorporated under this section shall have the following powers: to construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such territory, to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto, to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, to borrow money and to issue negotiable bonds, notes and other obligations therefor, and notwithstanding section 510 (Disposition of all or substantially all assets) without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine and, in connection with loans from the New York job development authority, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of industrial or manufacturing plants in the territory in which the operations of such corporation are principally to be conducted, provided, however, that no such corporation shall attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

#### (d) Purchase or lease of real property owned by a county, city, town or village.

(1) The local legislative body of a county, city, town or village or, if there is a board of estimate in a city, then the board of estimate, may by resolution determine that specifically described real property owned by the county, city, town or village is not required for use by such county, city, town or village and authorize the county, city, town or village to sell or lease such real property to a local development corporation incorporated or reincorporated under this article; provided, however, that title to such land be not declared inalienable as a forest preserve or a parkland.

(2) Notwithstanding the provisions of any general, special or local law, charter or ordinance to the contrary, such sale or lease may be made without appraisal, public notice, (except as provided in subparagraph (4)) or public bidding for such price or rental and upon such terms as may be agreed upon between the county, city, town or village and said local development corporation; provided, however, that in case of a lease the term may

not exceed ninety-nine years and provided, further, that in cities having a population of one million or more, no such sale or lease shall be made without the approval of a majority of the members of the borough improvement board of the borough in which such real property is located.

(3) Before any sale or lease to a local development corporation incorporated or reincorporated under this article shall be authorized, a public hearing shall be held by the local legislative body, or by the board of estimate, as the case may be, to consider the proposed sale or lease.

(4) Notice of such hearing shall be published at least ten days before the date set for the hearing in such publication and in such manner as may be designated by the local legislative body, or the board of estimate as the case may be.

(5) A local development corporation, incorporated or reincorporated under this section, which purchases or leases real property from a county, city, town or village, shall not, without the written approval of the county, city, town or village, use such real property for any purpose except the purposes set forth in the certificate of incorporation or reincorporation of said local development corporation. In the event such real property is used in violation of the restrictions of this paragraph, the attorney-general may bring an action or special proceeding to enjoin the unauthorized use.

(e) Certificate of incorporation.

In addition to the requirements of section 402 (Certificate of incorporation; contents) the certificate of incorporation or reincorporation of a local development corporation incorporated or reincorporated under this article shall state (1) that all income and earnings of such corporation shall be used exclusively for its corporate purposes or accrue and be aid to the New York job development authority, (2) that no part of the income or earnings of such corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except that the certificate of incorporation or reincorporation may authorize the repayment of loans and may also authorize the repayment of contributions (other than dues) to the local development corporation but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the internal revenue code of nineteen hundred fifty-four, (3) that if such corporation accepts a mortgage loan or loans from the New York job development authority, such corporation shall be dissolved in accordance with the provisions of paragraph (g) upon the repayment or other discharge in full by such corporation of all such loans.

(f) Exemption of income from taxation.

The income and operations of corporations incorporated or reincorporated under this section shall be exempt from taxation.

(g) Dissolution.

Upon the dissolution of any local development corporation incorporated or reincorporated under this section no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, (including the payment of loans and contributions the repayment of which has been authorized in its certificate of incorporation or reincorporation) shall be distributed to one or more counties, cities, towns or villages within the territory designated in its certificate of incorporation or reincorporation as the territory in which its operations are principally to be conducted, for furtherance of the purposes set forth in paragraph (a), or to the New York job development authority, as shall be provided by said corporation or by order of the supreme court of the state of New York pursuant to section 1008 (Jurisdiction of supreme court to supervise dissolution and liquidation).

(h) Corporations heretofore incorporated.

Any corporation heretofore incorporated under the membership corporations law or this chapter, or under the stock or business corporation law for any of the purposes set forth in paragraph (a) of this section may amend its certificate of incorporation and be reincorporated as a local development corporation organized under this section by making and filing in the office of the secretary of state a certificate, stating the name of such corporation, and, if it has been changed, the name under which it was originally incorporated, the date of its incorporation, the names and post-office addresses of its members or of the holders of record of all of the outstanding shares of such corporation entitled to vote with relation to the proceedings provided for in the certificate and that such corporation has elected to become and be a local development corporation organized and operated under and by virtue of this section. Such certificate shall be either (1) subscribed in person or by proxy by all of the members or the holders of record of all of the outstanding shares of such corporation entitled to vote



with relation to such proceedings and shall have annexed an affidavit of the secretary or an assistant secretary that the persons who have executed the certificate, in person or by proxy, constitute all of the members or the holders of record of all of the outstanding shares of the corporation entitled to vote with relation to the proceedings provided for in the certificate, or (2) subscribed by the president or a vice president and the secretary or an assistant secretary and shall have annexed an affidavit of such officers stating that they have been authorized to execute and file such certificate by the votes, cast in person or by proxy, of all of the members or of the holders of record of all of the outstanding shares of such corporation entitled to vote with relation to such proceedings at the meeting at which such votes were cast, and that such votes were cast at a meeting of members or stockholders held on a date specified, upon notice pursuant to section 605 (Notice of meeting of members) or to section 605 of the Business Corporation Law. Every certificate filed under this paragraph shall have endorsed thereon or annexed thereto the approval of a justice of the supreme court of the judicial district in which the office of the corporation is to be located. A reincorporation pursuant to this paragraph shall not effect a dissolution of the corporation, but shall be deemed a continuation of its corporate existence, without affecting its then existing property rights or liabilities, or the liabilities of its members or officers as such, but thereafter it shall have only such rights, powers and privileges, and be subject only to such other duties and liabilities, as a corporation created for the same purposes under this article.

(i) Effect of section.

Corporations incorporated or reincorporated under this section shall be organized and operated exclusively for the purposes set forth in paragraph (a), shall have, in addition to the powers otherwise conferred by law, the powers conferred by paragraph (c) and shall be subject to all the restrictions and limitations imposed by paragraph (e) and paragraph (g). In so far as the provisions of this section are inconsistent with the provisions of any other law, general or special, the provisions of this section shall be controlling as to corporations incorporated or reincorporated hereunder.