



## ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

335 MONTGOMERY STREET FLOOR 2M, SYRACUSE, NY 13202

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### **Governance Committee Meeting Agenda January 18, 2024**

**8:30AM Call to Order of the Meeting of the OCIDA Governance Committee**

**A. Approval of the Minutes of the November 9, 2023 Meeting of the Committee**

#### **ACTION ITEMS**

**1. Uniform Tax Exemption Policy**

Review the 2024 revised UTEP and discuss potential changes. Following the Committee's review the UTEP will be sent to the affected taxing jurisdictions for comment.

**Representative: Svetlana Dyer, Secretary**

**2. Procurement Policy**

Review and make any recommended changes to the Agency's Procurement Policy.

**Representative: Svetlana Dyer, Secretary**

**3. By-Laws**

Review and make any recommended changes to the Agency By-Laws.

**Representative: Svetlana Dyer, Secretary**

**4. Structure and Make-up of Board Committees**

Review and recommend to the Members of the Board, the number and structure of the committees to be created by the Board. Currently, the Agency has three standing committees: Governance, Audit and Finance.

**Representative: Svetlana Dyer, Secretary**

**5. Property Acquisition Policy**

Review the Property Acquisition Policy and make a recommendation to the OCIDA Board.

**Representative: Svetlana Dyer, Secretary**

**Adjourn**

Onondaga County Industrial Development Agency  
Governance Committee Meeting Minutes  
November 9, 2023

The Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, November 9, 2023 at 333 West Washington Street, Syracuse, New York in the large conference room on the first floor.

Kevin Ryan called the meeting to order at 8:33 am with the following:

PRESENT:

Kevin Ryan  
Fanny Villarreal  
Patrick Hogan

ALSO PRESENT:

Robert M. Petrovich, Executive Director  
Nancy Lowery, Secretary  
Nate Stevens, Treasurer  
Svetlana Dyer, Assistant Secretary  
Alexis Rodriguez, Assistant Treasurer  
Karen Doster, Recording Secretary  
Len Rauch, Economic Development  
Jeff Davis, Barclay Damon Law Firm  
Amanda Fitzgerald, Barclay Damon Law Firm  
Elizabeth Dreyfuss, OCIDA Board Member

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES – JUNE 8, 2023

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Board approved the regular meeting minutes of June 8, 2023. Motion was carried.

REVIEW OF COMMITTEE EVALUATIONS

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Governance Committee approved a resolution to transmit the Committee's Summary evaluations without comment to the Agency Board for review and acceptance. Motion was carried.

## REVIEW OF BOARD AND STAFF EVALUATIONS

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Governance Committee approved a resolution to transmit the summary evaluations of the Board and Staff without comment to the Agency Board for review and acceptance. Motion was carried.

## REVIEW OF COMMITTEE CHARTERS

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution to transmit the Committee Charters without comment to the Agency Board for review and acceptance. Motion was carried.

## ANNUAL REPORT (2023 FISCAL YEAR)

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Governance Committee approved a resolution to transmit the Committee's Annual Report without comment to the Agency Board for review and acceptance. Motion was carried.

## ADJOURN

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Board adjourned the meeting at 8:36 am. Motion was carried.

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Nancy Lowery, Secretary

## **PROCUREMENT POLICY**

Amended September 13, 2011

Amended January 15, 2013

Amended July 20, 2016

Amended August 2, 2017

### **I. METHODS FOR PROCUREMENT**

A. All expenditures by OCIDA (the Agency) shall be approved or ratified by the Board of Directors.

B. For the procurement of goods and services with value of less than \$5,000, the Agency shall seek a verbal quotation from the provider or providers of the good or service that best meet the standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a price quote from a single vendor may be sufficient.

C. For the procurement of goods and services with value greater than FiveThousand (\$5,000), the Agency shall seek quotations from not less than three vendors, if available, and shall select the least expensive qualified vendor (qualifications to be determined by the Board) from those who respond to the request for quotations.

D. In accordance with NYS purchasing law, OCIDA will follow guidance regarding the bid limits issued by the general municipal law for public bids and RFP's.

a. A Request for Proposal issued to three or more qualified vendors is in accordance with the procurement policy.

b. A Public Bid is in accordance with the procurement policy.

E. Agency joint funding: Where the Agency is a partial contributor to the acquisition of a good or service, the Agency shall work in consultation with the other funding parties. Procurement methods satisfactory to involved parties shall be agreed to and implemented.

F. Notwithstanding anything contained herein to the contrary, the Agency may, at its sole discretion, authorize the purchase of any goods or services from lists developed by the County of Onondaga or the State of New York or the United States Government to procure goods or services on behalf of municipalities. Goods and services on such lists are determined to be least expensive and from a qualified vendor.

### **II. EXCEPTIONS TO METHODS OF PROCUREMENT:**

A. When exceptions are made to the general methods of procurement it shall be indicated in writing and approved by the Board.

B. It is the policy of the Agency to permit the sole source of a good or service contract, where issues of timeliness, or necessity which could not have been reasonably foreseen, preclude the solicitation of quotations.

C. The Agency may also sole source a good/service contract, when one vendor has substantial prior experience relative to a project and it deemed in the best interest of the Agency to only consider that one vendor.

D. Circumstances which may justify award to other than the least expensive qualified vendor include, but are not limited to, knowledge, delivery requirements, quantity, and past vendor performance.

**RESTATED BYLAWS  
OF  
ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I  
THE AGENCY**

Section 1. **Name.** The name of the Agency shall be "Onondaga County Industrial Development Agency."

Section 2. **Seal of Agency.** The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. **Office of Agency.** The office of the Agency shall be at the Onondaga County 333 W. Washington Street, Suite 130, Syracuse, New York, or at such other address in the County of Onondaga as shall be determined by the Agency from time to time.

**ARTICLE II  
OFFICERS**

Section 1. **Officers.** The officers of the Agency shall be a Chairman, a Vice Chairman, an Executive Director, a Secretary, and a Treasurer.

Section 2. **Chair.** The Chairman shall be a member of the Agency and preside at all meetings of the Agency. The Chairman shall submit recommendations and such information as deemed pertinent concerning the business, affairs and policies of the Agency at each meeting. The Chairman shall appoint committee members and assign a chair for each committee.

Section 3. **Vice Chairman.** The Vice Chairman shall be a member of the Agency and perform the duties of the Chairman in the absence or incapacity of the Chairman. In the event of the resignation, removal or death of the Chairman, the Vice Chairman shall automatically succeed to the office of the Chairman and serve for the unexpired term of such office. In the event that the office of Vice Chairman is vacant, the Board shall select the Chairman to fill out the unexpired term.

Section 4. **Secretary.** The Secretary may, but need not be, a member of the Agency. The Secretary shall keep all records of the Agency, shall act as Secretary at the meetings of the Agency, shall keep a record of all votes, shall record the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office. The Secretary shall have custody of the seal of the Agency and the power to affix such seal to all agreements, contracts, deeds, bonds or other evidences of indebtedness and all other instruments of the Agency authorized by the Agency to be executed and the power to attest (by manual or facsimile signature) such seal. The Secretary may, in her discretion, delegate some or all of the Secretary's duties to the Assistant Secretary.

Section 6. **Treasurer.** The Treasurer shall not be a member of the Agency. The Treasurer shall be the Chief Financial Officer of the Agency. He shall have the care and custody of all funds of the Agency and shall deposit all such funds in the name of the Agency as the Agency may designate. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all checks for the payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by

resolution of the Agency, all such checks shall be countersigned by the Chairman, the Vice-Chairman or the Executive Director. The Treasurer shall keep regular books of accounts showing receipts and expenditures. The Treasurer shall render to the Agency at each regular meeting an account of the financial transactions and the current financial condition of the Agency.

Section 7A. **Executive Director.** The Executive Director shall be the Chief Executive Officer of the Agency and shall not be a member of the Agency. The Executive Director shall be appointed by the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Executive Director shall be charged with the management of all projects of the Agency. The Executive Director shall sign (manually or by facsimile signature) all agreements, contracts, deeds, bonds or other evidence of indebtedness and any other instruments of the Agency on behalf of the Agency, except as otherwise authorized or directed by resolution of the Agency.

Section 8. **Additional Duties.** In the absence or incapacity of the Treasurer, the other officers of the Agency shall have the care and custody of all funds of the Agency and the power to deposit the same in the name of the Agency in such bank or banks as the Agency may designate, and shall have the power to sign all checks of the Agency for the payment of money and the power to pay out and disburse such moneys under the direction of the Agency. In addition, all officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by its bylaws, or by its rules and regulations.

Section 9. **Appointment of Officers.** All officers of the Agency shall be appointed at the Annual Meeting of the Agency or at such other time as is necessary due to a vacancy. All officers shall hold offices for one year or until their successors are appointed. If the term of an Agency member should terminate, his term of office as an officer shall also terminate. The Chief Executive Officer and the Chief Financial Officer shall not be members of the Agency.

Section 10. **Members of Agency.** There shall be seven members of the Agency who shall receive no compensation for their services but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of their duties. The term of the office of each member of the Agency shall be by appointment of the Onondaga County Legislature and each member shall continue to hold office until their successor is appointed and has qualified.

Section 11. Vacancies. Should any office except that of Chairman become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 12. Additional Personnel. The Agency may from time to time employ such personnel, as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

### ARTICLE III MEETINGS

Section 1. **Annual Meeting.** The Annual Meeting of the Agency shall be held in January or such time that the Board may determine at the regular meeting place of the Agency or such other time and place as the Agency shall determine.

Section 2. **Meetings.** Meetings of the Agency may be held at such times and places as from time to time may be determined by the Agency. The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency, call a special meeting of the Agency. Notice of all meetings shall be sent by United States mail, electronic mail, or delivered to the residence or business address of each member, and to Agency Counsel, at least four days prior to the day the meeting is to occur. Whenever possible the notice shall set forth the matters to be considered at the meeting. Waivers of notice may be signed by any member or members who were not properly noticed.

Section 3. **Executive Sessions.** Upon motion identifying the general area(s) of the subject(s) to be considered and a majority vote of the membership, an executive session may be entered into and conducted by the Agency for the reasons enumerated Public Officers Law § 105. During an executive session the Agency may take action on the matters which are the subject of the executive session, however, no action by formal vote may be taken in an executive session to appropriate public moneys. Minutes must be taken of any action that is taken by formal vote, and must consist of a record or summary of a final determination and the vote thereon. The minutes do not need to include any matters not required to be made available to the public pursuant to FOIL.

Section 4. **Quorum.** At all meetings of the Agency, a majority of the Agency shall constitute a quorum for the purpose of transacting business; provided that a small number may meet and adjourn to some other time or until a quorum is obtained.

### ARTICLE IV AMENDMENTS

Section 1. **Amendments to Bylaws.** The bylaws of the Agency may be amended with the approval of a majority of all the members of the Agency at a meeting, but no such amendment shall be adopted unless written notice thereof has been previously given to all members of the Agency.

### ARTICLE V PROJECTS

Section 1. **Site of Agency Projects.** The Agency shall take local and state land use and environmental laws and regulations into consideration when reviewing and approving a project.

Section 2. **Compliance with Laws.** The Agency shall not approve the delivery of bonds for a project, which, at the time of such delivery is known by the Agency after reasonable inquiry to be in material violation of applicable zoning, environmental, labor or health laws or regulations, including applicable building and fire codes.



ARTICLE VI  
COMMITTEES

Section 1. **Governance Committee.** The Agency shall have a governance committee to be comprised of the Agency Chairman and two other members of the Agency appointed by the Chairman. Members of the Governance Committee shall be independent members as defined by the Public Authorities Accountability Act of 2005, as amended from time to time. The Governance Committee shall have such other purposes, powers, responsibilities and governance as provided in any charter adopted by the members of the Agency.

Section 2. **Audit Committee.** The Agency shall have an audit committee to be comprised of the Agency Chairman and two other members of the Agency appointed by the Chairman. Members of the Audit Committee shall be independent members as defined by the Public Authorities Accountability Act of 2005, as amended from time to time. It shall be the responsibility of the Audit Committee to recommend to the Agency the hiring of a certified independent accounting firm for the Agency, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose. The Audit Committee shall have such other purposes, powers, responsibilities and governance as provided in any charter adopted by the members of the Agency.

Section 3. **Finance Committee.** The Agency shall have a finance committee to be comprised by the three members of the Agency appointed by the Chairman. Members of the Finance Committee shall be independent members as defined by the Public Authorities Accountability Act of 2009, as amended from time to time. It shall be the responsibility of the Finance Committee to review proposals for the issuance of debt for the Agency and make recommendations to the Agency regarding the issuance of such debt; seek any information it requires from the Agency and project applicants regarding the proposals for the issuance of debt and retain and consult with, at the Agency's expense, such outside counsel, experts and other advisors as the Finance Committee may deem appropriate. The Finance Committee shall have such other purposes, powers, responsibilities and governance as provided by any charter adopted by the members of the Agency.

Section 4. **Other Committees.** The Agency may designate from among its members other committees, each consisting of one or more members, and each of which, to the extent provided in the resolution or committee charter, shall have all the authority of the Agency members, except as otherwise provided by law.

## ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

### REAL PROPERTY ACQUISITION POLICY

Section 2824(1)(e) of the Public Authorities Law requires local authorities to adopt a written policy governing the acquisition of real property. The following policy (“Policy”) is hereby adopted upon approval by the Members of the Onondaga County Industrial Development Agency (the “Agency”), and shall be applicable with respect to the acquisition of real property and any interests therein (“Real Property”) by the Agency.

#### A. Acquisition of Real Property

Real Property may be acquired by the Agency for use, development, resale, leasing or other uses designated by the Agency. The Agency may lease Real Property for use, subleasing or other uses designated by the Agency.

The purpose of each acquisition of Real Property by the Agency shall be to further one or more purposes of the Agency as authorized under the Agency’s enabling legislation, by-laws or a resolution adopted by the Members of the Agency, or for a purpose otherwise permitted under applicable state law.

Prior to each acquisition of Real Property, the Agency will conduct such due diligence as it deems appropriate in accordance with the particular circumstances of the proposed acquisition. Such due diligence may include, but is not limited to, Real Property appraisals and review and investigation of environmental, structural, title, pricing and other applicable matters.

#### B. Approval of Real Property Acquisitions

All acquisitions of Real Property shall be conducted in accordance with this Policy and applicable law. Proposed acquisitions of Real Property shall be presented to the Members of the Agency for approval or other appropriate action.

#### C. Exemption for Certain Agency Transactions

This Policy shall not be applicable to any agreements or arrangements involving the provision by the Agency of “financial assistance” as such term is defined in Section 854(14) of the New York General Municipal Law.

Adopted: January 18, 2022.