



**Audit Committee
Meeting Agenda
Tuesday, December 8, 2020**

8:00 AM Call to Order the Meeting of the OCIDA Audit Committee

A. Approval of the March 17, 2020 minutes

ACTION ITEMS

1. Self-Evaluation of the Committee

The Committee members will review the Audit committee members' evaluations

Committee Action Requested: A Resolution of the Committee to transmit the summary evaluation with/without comment to the Governance Committee for review and recommendation to the Board.

Representative: Nancy Lowery, Secretary

2. Review of Committee Charter

The Committee members will review the Committee's Charter

Committee Action Requested: A Resolution of the Committee to transmit the Committee Charter with/without comment to the Governance Committee for review and recommendation to the Board.

Representative: Nancy Lowery, Secretary

3. Draft Annual Report (2020 Fiscal Year)

The Committee members will review the Draft Annual Report of the Committee

Committee Action Requested: A Resolution of the Committee to transmit the Committee Annual Report with/without comment to Governance Committee for review and recommendation to the Board.

Representative: Nancy Lowery, Secretary

4. Preliminary Audit Review

The Audit Committee members will receive the Preliminary Audit Review in 2021 once the OCIDA Board authorizes the Agency to enter into new contracts for OCIDA audit services.

Representative: Nancy Lowery, Secretary

Call to Adjourn the Meeting of the OCIDA Audit Committee

SUBJECT TO BOARD APPROVAL

Onondaga County Industrial Development Agency
Audit Committee Meeting Minutes
March 17, 2020

An Audit Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, March 17, 2020, at the 333 West Washington Street, Syracuse, New York in the large conference room on the first floor.

Chairperson Janice Herzog called the meeting to order at 8:02 am with the following:

PRESENT:

Janice Herzog (via teleconference)
Susan Stanczyk (via teleconference)
Patrick Hogan

ALSO PRESENT:

Robert Petrovich, Interim Executive Director
Nancy Lowery, Secretary
Nate Stevens, Treasurer
Karen Doster, Recording Secretary, Agency
Fanny Villarreal, OCIDA Board Member
Mike Lisson, Grossman St Amour PLLC

ALSO PRESENT VIA TELECONFERENCE

Steve Morgan, Board Member
Kevin Ryan, Board Member
Jeff Davis Barclay Damon Law Firm
Amanda Mirabito, Barclay Damon Law Firm
Paul Reichel, Bond Schoeneck & King
Brian Gehrling, Bond Schoeneck & King
Angela Orlandella, Barclay Damon Law Firm
Melissa Clark, Abundant Solar Power (SK1)
Chris Carrick, Abundant Solar Power (SK1)
Angela Orlandella, Barclay Damon Law Firm

Patrick Hogan read a script on how the meetings will be handled in light of COVID-19.

APPROVAL OF AUDIT COMMITTEE MEETING MINUTES – NOVEMBER 19, 2019

Upon a motion by Susan Stanczyk, seconded by Patrick Hogan, the OCIDA Audit Committee approved the minutes of the November 19, 2019 meeting. Motion was carried.

REVIEW AND DISCUSSION OF THE 2019 AUDIT OF THE AGENCY

Mike Lisson stated the audit went extremely well and no issues or concerns from his standpoint. He stated it is a clean audit opinion called unmodified. He stated there were no control problems or issues to report to the Board. He stated the draft financial statements are in the packages along with a presentation which summarizes everything. He stated slide #9 shows the activities for the past year and you can see the Agency fees increased to about \$1,800,000. He stated \$1,000,000 from TC Syracuse Development, Ultra Dairy is about \$301,000, Widewaters is \$253,000 and Cryomech for \$212,000. He stated the general administration fees are about \$278,000 versus prior years of \$1,200,000. He stated there was a little less spending on the Hiawatha property with the cleanup. He stated money was spent on buying land at White Pine and is capitalized as \$900,000. He stated professional fees paid out was about \$200,000 for TC Development. He stated the investment compliance report was clean. He stated the internal control report is clean and everything will be submitted to the PAAA and the ABO in the next day or so. He stated the big picture is the audit went extremely well and the agency is in good financial position.

Upon a motion by Patrick Hogan, seconded by Susan Stanczyk, the OCIDA Audit Committee approved a resolution recommending to the Board approval of the 2018 Audit of the Agency.

Upon a motion by Patrick Hogan, the OCIDA Audit Committee adjourned the meeting at 8:11 am. Motion was carried.

Nancy Lowery, Secretary



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2020 Audit Committee Self-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			



AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Members of the Onondaga County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on the 10th day of January 2008.

Purpose

Pursuant to Article VI, Section 2 of the Agency's bylaws, the purpose of the audit committee shall be to (1) assure that the Agency's Members fulfill their responsibilities for the Agency's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, and the Members.

Powers of the Audit Committee

It shall be the responsibility of the Audit Committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Agency.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Agency employees, all of whom should be directed by the Members to cooperate with committee requests.
- Meet with Agency staff, independent auditors or outside counsel, as necessary.
- Retain, at the Agency's expense, such outside counsel, experts and other advisors, as the Audit Committee may deem appropriate.

Composition of Committee and Selection of Members

The Audit Committee is established as set forth in and pursuant to Article VI, Section 2 of the Agency's bylaws. The Audit Committee shall be comprised of independent members. The Agency's Chairman will appoint the Audit Committee members and the Audit Committee Chair.

Audit Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Audit Committee members shall not engage in any private business transactions with the

Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The Audit Committee shall have access to the services of at least one financial expert.

The Audit Committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of Audit Committee functions.

Meetings

The Audit Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the Audit Committee are expected to attend each committee meeting, in person or via telephone or videoconference. The Audit Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The Audit Committee will meet with the Agency's independent auditor at least annually to discuss the financial statements of the Agency.

Meeting agendas will be prepared for every meeting and provided to the Audit Committee members along with briefing materials before the scheduled Audit Committee meeting. The Audit Committee will act only on the affirmative vote of a majority of the members at a meeting or by the consent of a majority of the members. Minutes of these meetings will be recorded.

Responsibilities

The Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) oversight of management's internal controls, compliance and risk assessment practices; (c) special investigations and whistleblower policies; and (d) miscellaneous issues related to the financial practices of the Agency.

A. Independent Auditors and Financial Statements

The Audit Committee shall:

- Appoint, compensate and oversee independent auditors retained by the Agency and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Agency's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Audit Committee. Non-audit services include tasks that directly support the Agency's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Agency, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the Agency's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Controls, Compliance and Risk Assessment

The Audit Committee shall:

- Review management's assessment of the effectiveness of the Agency's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

C. Special Investigations

The Audit Committee shall:

- Ensure that the Agency has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal

activity, conflicts of interest or abuse by the members, officers, or employees of the Agency or any persons having business dealings with the Agency or breaches of internal control.

- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

E. Other Responsibilities of the Audit Committee

The Audit Committee shall:

- Present annually to the Agency's members a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the Committee members' understanding of the role of the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the Committee's charter annually, reassess its adequacy, and recommend any proposed changes to the Members of the Agency. The Audit Committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request member approval for proposed changes.



**Onondaga County Industrial Development Agency
Audit Committee Annual Report
2020 Fiscal Year**

Committee Members & Staff

Janice Herzog, Committee Chair

Patrick Hogan, Board Chair

Sue Stanczyk, Board Member

Robert Petrovich, Executive Director

Nancy Lowery, Secretary

Nate Stevens, Treasurer

Purpose of the Committee

The Audit Committee provides direct oversight of the performance of the independent audit performed by an accounting firm hired for such purpose

2020 Meeting Schedule

March 17, 2020

December 8, 2020

Fiscal Year 2020

1. Annual Self Evaluation

The Committee conducted a self-evaluation at its November 10, 2020 meeting. It found no issues. The Committee will transmit its evaluation to the Governance Committee for its final review and recommendation to the Board. The Governance Committee will present its recommendations to the full Board at the Agency's Annual Meeting, tentatively scheduled for March 11, 2021

2. Review of Charter

The Committee reviewed its charter on November 10, 2020. It found no issues with the charter. The Committee will present its findings to the Agency Board at the Agency's Annual Meeting, tentatively scheduled for March 11, 2021.

3. Disposition of Duties

The Committee met with the Agency Auditor on March 17, 2020 to review and discuss the 2020 Audit of the Agency. The Committee found the audit to be adequate and they implemented changes as suggested by the Auditor.

The Committee met with the Agency Auditor on November 19, 2019 to review and discuss preliminary audit material for the Agency's 2019 fiscal year. The Committee did/did not have any comments or questions for the Auditor.

The Committee reviewed its charter, annual report and self-evaluation at November 19, 2019 meeting of the Committee as noted above.

Meeting adjourned