

Onondaga County Industrial Development Agency  
Governance Committee Meeting Minutes  
December 12, 2017

A Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, December 12, 2016 at 333 West Washington Street, Syracuse, New York in the large conference room on the first floor.

Chairperson Patrick Hogan called the meeting to order at 8:01 am with the following:

PRESENT:

Patrick Hogan  
Janice Herzog  
Kevin Ryan

ALSO PRESENT:

Julie Cerio, Executive Director  
Isabelle Harris, Secretary  
Nate Stevens, Treasurer  
Karen Doster, Recording Secretary, Agency  
Tony Rivizzigno, Gilberti Law Firm

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES – AUGUST 2, 2017

Upon a motion by Janice Herzog, seconded by Kevin Ryan, the OCIDA Governance Committee approved the Governance Committee regular meeting minutes of August 2, 2017. Motion was carried.

REVIEW OF COMMITTEE EVALUATIONS

Isabelle Harris stated the only complaint was the timeliness of receiving some materials which we continue to work on. She stated when we get the materials timely we get it out timely. Julie Cerio stated it's usually the company lacking one piece of information and do we want to hold a company up from a project. She stated staff gets the materials out on Friday so there are 4 days to review and the materials are sent as soon as we can.

Kevin Ryan asked what the Bylaws say the deadline is for companies to submit their information. Julie Cerio stated it doesn't. Kevin Ryan stated we should consider doing that

because it is not fair to Isabelle or staff. Isabelle Harris stated Friday is the longest she will wait for materials before sending to the Board. She stated sometimes she sends additional materials on Monday because that is when she gets them.

Julie Cerio stated the Board needs to make a decision on whether we want to hold companies up from moving forward and asked if staff should tell a company they have to wait another month. Kevin Ryan stated it is not a problem until it becomes a problem and a better question is do we want to wait until we have a complete application. He stated a lot of times the Board finds themselves voting on things with some information and not all the questions answered.

Isabelle Harris asked what day works for the Board. Kevin Ryan stated 2 business days ahead of the meeting. Isabelle Harris stated by close of day Thursday. Kevin Ryan agreed.

Patrick Hogan stated he hates to see a company think they are moving forward and figure they are going to start a project at a certain time, especially with all the regulations, and then be delayed by us.

Julie Cerio stated we can send what we have on Thursday but it is hard to get it all in the Dropbox and then put it all back in the Dropbox again. She stated the material trickles in. She stated Isabelle Harris tries and says we need it by a certain date or they will not be on the agenda.

Patrick Hogan asked if an email can be sent to the Board members saying there is a problem getting the company information and ask what the Board thinks. Isabelle Harris stated yes.

Janice Herzog stated perhaps if they make an effort to get their material in but doesn't and at the meeting if there is a Board member who feels they don't have questions answered then ask to table until the next meeting. She stated at least give them a chance to clear up the question the Board may have with a late submission before the meeting. She stated if the Board doesn't feel they have all the information to make a vote then a board member shouldn't feel they should have to vote because it is on the agenda. Patrick Hogan agreed.

Isabelle Harris stated the close of business on Thursday is when she is sending the agenda and materials she has. Janice Herzog stated she is fine with Friday but Thursday is fine if that makes the Board Members feel more comfortable in terms of having time to review the material.

Julie Cerio stated staff has always had their own policy of getting the material out on Friday so there is a weekend to review, Monday ask questions and Tuesday we are on. Isabelle Harris stated she has no problem getting the materials out on Thursday and will do so going forward.

Patrick Hogan stated that materials go from staff to Tony Rivizzigno for legislation to be prepared so there are a lot of moving parts. Julie Cerio agreed and said he has to do all the resolutions and he cannot do the resolutions until he gets the materials.

Tony Rivizzigno stated he can prepare resolution and just needs to change the dates so it's not a big deal but he can't prepare any of them unless he knows they are going to be here.

Janice Herzog stated to Isabelle Harris that maybe she can tell the company there is a risk the project will be tabled if there are questions and materials are not in on time.

Upon a motion by Janice Herzog, seconded by Patrick Hogan, the OCIDA Governance Committee approved a resolution to transmit the Committee's summary evaluations with comments regarding insufficient time to review materials before meeting to the Agency Board for review and acceptance. Motion was carried.

#### REVIEW OF BOARD AND STAFF EVALUATIONS

Isabelle Harris stated it has the same issue.

Upon a motion by Janice Herzog, seconded by Kevin Ryan, the OCIDA Governance Committee approved a resolution to transmit the summary evaluations of the Board without comment to the Agency Board for review and acceptance. Motion was carried.

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

REVIEW OF COMMITTEE CHARTERS

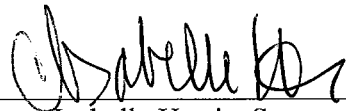
Upon a motion by Janice Herzog, seconded by Kevin Ryan, the OCIDA Governance Committee approved a resolution to transmit the Committee Charters without comment to the Agency Board for review and acceptance. Motion was carried.

DRAFT ANNUAL REPORT (2017 FISCAL YEAR)

Isabelle Harris stated this just is procedural.

Upon a motion by Janice Herzog, seconded by Kevin Ryan, the OCIDA Governance Committee approved a resolution to transmit the Committee's Annual Report without comment to the Board for review and acceptance. Motion was carried.

Upon a motion by Janice Herzog, seconded by Kevin Ryan, the OCIDA Governance Committee adjourned the meeting at 8:11 am. Motion was carried.

A handwritten signature in black ink, appearing to read 'Isabelle Harris', is written over a horizontal line.

Isabelle Harris, Secretary