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**MEETING AGENDA**  
**2012 Annual Meeting**  
**8:15 a.m. Office of Economic Development Conference Room**  
**March 14, 2013**

**8:15 am Call to Order**

**A. Approval of 2012 OCDC Annual meeting minutes**

**Action Items**

**1. Election of Officers**

**Board Action Requested:** A Resolution appointing the Officers of the Corporation as follows:

- Mary Beth Primo, President/CEO
- Honora Spillane, Secretary
- Kristi Smiley, Treasurer/CFO
- Christopher Cox, Assistant Treasurer
- Karen Doster, Recording Secretary
- Mary Beth Primo, Freedom of Information Act Officer
- Matthew McAnaney, Freedom of Information Act Appeals Officer

**2. Approval of Committee Members**

**Board Action Requested:** A Resolution appointing committee members of the Corporation as follows:

**Audit Committee:**

- Don Colon, Chair
- Scott Koldin
- Matthew McAnaney

**Finance Committee:**

- Dale Sweetland, Chair
- Tom Cerio
- Matthew McAnaney

**Governance Committee:**

- Cydney Johnson, Chair
- James Farrell
- Matthew McAnaney

**3. Review and Approve 2012 Annual Audit**

**Board Action Requested:** A Resolution approving the 2012 Audit of the Corporation.

**Representative:** Mike Lisson, Grossman St. Amour CPAs PLLC

**4. Review/Approve Governance Committee Report**

The Committee, will present the Governance Committee Report to the Corporation.

**Board Action Requested:** A Resolution accepting the report of the Governance Committee.

**Representative:** Cydney Johnson, Chair

**5. Review and Approve 2012 Annual Report**

**Board Action Requested:** A Resolution approving the 2012 Annual Report of the Trust.

**Representative:** Mary Beth Primo, President/CEO

**6. Reappointment of Contractors:** The Corporation appoints Counsel, Special Counsels, and an Auditor for a 3-year period. The agreement, however, is subject to annual reappointment by the Corporation.

**Agency Action Requested:**

1. A Resolution reappointing Harris Beach, PLLC as Counsel.
2. A Resolution reappointing Hancock & Estabrook; Hiscock & Barclay; Bond, Schoeneck & King; Sarofeen & Arbon; Mackenzie Hughes; and Trespasz & Marquardt as Special Counsel.
3. A Resolution reappointing Grossman St. Amour CPAs PLLC as Auditor.

**Representative:** Mary Beth Primo, President/CEO

**7. Accounts and Signature Authorization**

**M & T**

**Agency Action Requested:** A Resolution of the Board authorizing accounts and signature authority.

**Representative:** Kristi Smiley, Treasurer

ADJOURN

Onondaga Civic Development Corporation  
Annual Meeting Minutes  
March 8, 2012

An Annual meeting of the Onondaga Civic Development Corporation was held on Thursday, March 8, 2012 at 333 West Washington Street, Syracuse, New York, 13202 in the large conference room on the first floor.

Director Matt McAnaney called the meeting to order at 8:15 am with the following:

PRESENT:

Matt McAnaney  
James Farrell  
Dale Sweetland  
Scott Koldin  
Thomas Cerio

ABSENT

Don Colon  
Cydney Johnson

ALSO PRESENT:

Mary Beth Primo, OCDC, President/CEO  
Nora Spillane, Secretary  
Kristi Smiley, Treasurer  
Karen Doster, Office of Economic Development  
Timothy A. Frateschi, Harris Beach, PLLC  
Linda McShane, Office of Economic Development

APPROVAL OF MARCH 8, 2011 ANNUAL MEETING MINUTES

Upon a motion by Dale Sweetland, seconded by James Farrell, the OCDC Board approved the Annual meeting minutes of March 8, 2011. Motion was carried unanimously.

ELECTION OF OFFICERS

Upon a motion by James Farrell, seconded by Dale Sweetland, the OCDC Board approved the list of Officers as follows: Mary Beth Primo-President/Chief Executive Officer, Honora Spillane-Secretary, Kristi Smiley-Treasurer/CFO, Christopher Cox-Assistant Treasurer, Karen Doster-Recording Secretary, Mary Beth Primo-Freedom of Information Act Officer, Matthew McAnaney-Freedom of Information Act Appeals Officer. Motion was carried unanimously.

## APPROVAL OF COMMITTEE MEMBERS

Upon a motion by James Farrell, seconded by Dale Sweetland, the OCDC Board approved a resolution accepting the list of Committee Members of the Corporation as follows: AUDIT COMMITTEE-Don Colon (Chair), Scott Koldin & Matthew McAnaney, FINANCE COMMITTEE-Dale Sweetland (Chair), Tom Cerio & Matthew McAnaney, GOVERNANCE COMMITTEE-Cydney Johnson (Chair), James Farrell & Matthew McAnaney. Motion was carried unanimously.

## REVIEW AND APPROVE 2011 ANNUAL AUDIT

Mike Lisson stated that there was an Audit Committee meeting last Friday and he went through a full set of financial statements which has been passed out to the Board. He stated that he did a simple high level power point presentation and from the Audit Committee this is just the two first pages of the presentation to give the Board a sense. He stated that there was required communications of the Board which is an annual requirement that was discussed by the Audit Committee and there were no concerns or issues to discuss. He stated that there was discussion of the financial statements and the Audit Committee did a thorough review of them. He stated that there were some changes to the financial statements subsequent to their review which included an additional information footnote concerning the renewal options and the option to terminate after five years. He stated that staff reviewed that draft yesterday and were comfortable with it and he was ok with the changes. He stated that they also reviewed the 990, the IRS form, and there were a few slight changes which were classification of where contributions come from. He stated that it better reflects that 33 1/3% of the contributions come from sources other than grants from governmental and nongovernmental.

He stated that they talked about the compliance and there are two compliance reports that they issue. He stated that one is technically similar to what a management letter would be and there are no management comments, no material weaknesses or any other significant items to note. He stated the other is a compliance letter concerning investments. He stated that as the Board is probably aware, OCDC is required to have an investment audit per se with the PAAA and that is saying we have no compliance issues or matters noted with that. He stated that it is a little different than last year because the auditing standards changed for that. He stated that the Audit

Committee went through all this in very great detail. He stated that everything has been provided to the Board, signed and ready to go. He asked if there are any questions.

Tim Frateschi stated that once it is approved it gets filed with the ABO. He asked if the changes were consistent throughout. Kristi Smiley stated that it no longer says grant. Mike Lisson stated the audit opinion was also changed to reference service contracts.

Upon a motion by Scott Koldin, seconded by James Farrell, the OCDC Board approved the 2011 Audit of the Corporation. Motion was carried unanimously.

#### REVIEW/APPROVE GOVERNANCE COMMITTEE REPORT

Mary Beth Primo stated that the Governance Committee reviewed all the committee's reports and evaluations. She stated that they approved those and the Board has reviewed this information before.

James Farrell stated that there is nothing substantial going on in terms of changes.

Upon a motion by Dale Sweetland, seconded by Scott Koldin, the OCDC Board approved a resolution accepting the report of the Governance Committee. Motion was carried unanimously.

#### REVIEW AND APPROVE 2011 ANNUAL REPORT

Mary Beth Primo stated that the Annual Report is a compilation of information that the Board already knows, deliberated on and approved, including who staff is, what the committee assignments are, Bylaws, financial plans and things like that. She stated that also included with the Annual Report is the audit which Mike Lisson just reviewed.

Mary Beth Primo stated that this information was sent out to the Board for review about a week ago.

James Farrell stated that he would like to make a comment on the staff evaluations and that is that staff does a great job. He stated that staff is very responsive.

Dale Sweetland asked if the gain of \$120,000 as reflected by fees for two bond amounts is correct. Kristi Smiley stated that it is correct. She stated that the operating revenue is \$433,661 from OCC and Upstate, the expenses were \$312,980 so the gain was \$120,000.

Dale Sweetland asked if there are any others outstanding. Mary Beth Primo stated that all fees have been collected for prior years.

James Farrell asked if OCDC is going to spend about \$300,000 this year and is there any reason that that will change. Kristi Smiley stated that the budget for 2012 is \$412,000 because of the increased program expenses.

Upon a motion by James Farrell, seconded by Dale Sweetland, the OCDC Board approved a resolution accepting the 2011 Annual Report of the Corporation. Motion was carried unanimously.

#### REAPPOINTMENT OF CONTRACATORS

##### Counsel

Upon a motion by James Farrell, seconded by Scott Koldin, the OCDC Board approved a resolution reappointing Harris Beach, PLLC as counsel. Motion was carried unanimously.

##### Special Counsel

Upon a motion by James Farrell, seconded by Dale Sweetland, the OCDC Board approved a resolution reappointing Hancock & Estabrook; Hiscock & Barclay; Bond, Schoeneck & King; Sarofeen & Arbon; Mackenzie Hughes; and Trespasz & Marquardt as Special Counsel. Motion was carried unanimously.

##### Auditor

Upon a motion by Scott Koldin, seconded by Dale Sweetland, the OCDC Board approved a resolution reappointing Green & Seifter, PLLC as Auditor. Motion was carried unanimously.

ACCOUNTS AND SIGNATURE AUTHORIZATION

Kristi Smiley stated that the Board is being asked to authorize the Board Chair, Corporation President, Mary Beth Primo, and Treasurer, Kristi Smiley to sign the checks.

She stated that she has been looking at CD rates and will be bringing back some thoughts on that to the Board later this year.

Upon a motion by Dale Sweetland, seconded by James Farrell, the OCDC Board approved a resolution authorizing the accounts and signature authority. Motion was carried unanimously.

Upon a motion by Scott Koldin, seconded by Thomas Cerio, the OCDC Board adjourned the meeting at 8:35 am. Motion was carried unanimously.

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Honora Spillane, Secretary



**grossman st. amour**  
CERTIFIED PUBLIC ACCOUNTANTS PLLC  
Formerly Green & Seifter CPAs



# Onondaga Civic Development Corporation

Audit Completion Meeting

March 14, 2013

Michael Lisson, CPA, Partner

Kerrie Shanahan, CPA, Supervisor





# AGENDA

- REQUIRED COMMUNICATIONS
- ANNUAL FINANCIAL INFORMATION
  - FINANCIAL STATEMENTS
  - INVESTMENT POLICY COMPLIANCE
  - REPORT ON INTERNAL CONTROL & OTHER COMPLIANCE
- OTHER INFORMATION



# Required Communications

- Required by Generally Accepted Governmental Auditing Standards (GAGAS)
- AU-C Section 260, The Auditor's Communication with Those Charged with Governance
- Those Charged with Governance
  - Responsible for overseeing strategic direction of entity
  - Responsible for obligations related to accountability
  - Oversees the financial reporting process, including internal controls



# Required Communications (continued)

- Qualitative aspects of accounting practices
  - Note 1 to financials describes significant accounting practices
  - Notes are fairly consistent with prior year and are fairly presented. Only significant changes from prior year were:
    - Adoption of GASB 62 & GASB 63 (see note 1, pg 10 of financials)
    - Loan Receivable & Loan loss Reserve (see note 1, pg 10 of financials)
    - Subsequent Event – Van Duyn Nursing Home
- Difficulties encountered in performing the audit
  - None. Management is well prepared and was extremely helpful in assisting and preparing information for the audit
- Corrected and uncorrected misstatements
  - A few minor entries related to depreciation expense and bank charges



## Required Communications (continued)

- Disagreements with management
  - None to report
- Management Representations
  - Letter dated March 14, 2013
- Management Consultations with Other Independent Accountants
  - No consultations have been noted
- Compliance with All Ethics Requirements regarding independence
  - Appropriate safeguards applied to eliminate/reduce identified threats to independence, primarily related to non-audit services provided, which include the preparation of the financial statements, preparation of IRS Form 990 / NYS Form CHAR500
- Planned Scope and Timing
  - No significant changes to scope or timing previously discussed with you on November 8, 2012
- Other Audit Findings or Issues
  - None to report



# Annual Financial Information

- Financial Statements
  - Unqualified (“clean”) audit opinion (pg 1-2)
    - New opinion for 2012 due to changes in audit standards
  - Management’s Discussion and Analysis (pg 3-6)
  - Statements of Net Position (pg 7)
  - Statements of Activities & Changes in Net Position (pg 8)
  - Statements of Cash Flows (pg 9)
  - Notes to financial statements (10-15)

# Annual Financial Information (continued)



- Investment Policy Compliance
  - Required by NYS Public Authorities Law section 2925
  - No non-compliance matters noted or identified
- Report on Internal Control over Financial Reporting and on Compliance and Other Matters
  - No material weaknesses or non-compliance matters noted
- Other Regulatory filings
  - IRS Form 990 (return of organization exempt from income tax)
  - NYS CHAR 500 (annual filing for charitable organizations)



# Other Information

- New accounting standards
  - GASB No. 62
  - GASB No. 63
- New auditing standards
  - 2011 GAGAS Revision “Yellow Book”
  - Clarification and recodification of auditing standards

March 11, 2013

To the Audit Committee of  
Onondaga Civic Development Corporation

We have audited the financial statements of the Onondaga Civic Development Corporation as of and for the year ended December 31, 2012, and have issued our report thereon dated March 11, 2013. Professional standards require that we advise you of the following matters relating to our audit.

**Our Responsibility in Relation to the Financial Statement Audit**

As communicated in our engagement letter dated October 25, 2012, our responsibility, as described by professional standards, is to form and express an opinion about whether the financial statements prepared that have been prepared by management with your oversight are presented fairly, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your respective responsibilities.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting. Accordingly, as part of our audit, we considered the internal control of Onondaga Civic Development Corporation solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

**Planned Scope and Timing of the Audit**

We conducted our audit consistent with the planned scope and timing we previously communicated to you.



## **Compliance with All Ethics Requirements Regarding Independence**

The engagement team and our firm have complied with all relevant ethical requirements regarding independence.

We have applied appropriate safeguards to eliminate and/or reduce the identified threats to independence to an acceptable level. This includes discussing and disclosing the nonaudit services we performed for the Corporation, which primarily include the preparation of the Corporation's financial statements.

## **Qualitative Aspects of the Entity's Significant Accounting Practices**

### *Significant Audit Findings*

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by Onondaga Civic Development Corporation is included in Note 1 to the financial statements. As described in Note 1 to the financial statements, during the year, the Corporation adopted GASB Statement No. 62, Codification of Accounting and Financial Reporting Guidance contained in Pre-November 30, 1989 FASB and AICPAS Pronouncements and GASB Statement No. 63., Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position. Accordingly, certain amounts within net position have been reclassified and terminology has been updated to reflect the adoption of these standards. No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.

### *Significant Accounting Estimates*

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments.

### *Financial Statement Disclosures*

Certain financial statement disclosures involve significant judgment and are particularly sensitive because of their significance to financial statement users. The most significant new disclosure for 2012 relates to the loan loss reserve totaling \$54,200.

## **Identified or Suspected Fraud**

We have not identified or have obtained information that indicates that fraud may have occurred.

## **Significant Difficulties Encountered during the Audit**

We encountered no significant difficulties in dealing with management relating to the performance the audit.

### **Uncorrected and Corrected Misstatements**

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that we believe are trivial, and communicate them to the appropriate level of management. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole and each applicable opinion unit. Management has corrected all identified misstatements which are summarized as Attachment I to this letter.

### **Disagreements with Management**

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, which could be significant to Onondaga Civic Development Corporation's financial statements or the auditor's report. No such disagreements arose during the course of the audit.

### **Representations Requested from Management**

We have requested certain written representations from management, which are included in the attached letter dated March 11, 2013.

### **Management Consultations with Other Accountants**

In some cases, management may decide to consult with other accountants about auditing and accounting matters. Management informed us that, and to our knowledge, there were no consultations with other accountants regarding auditing and accounting matters.

### **Other Significant Matters, Findings or Issues**

In the normal course of our professional association with Onondaga Civic Development Corporation, we generally discuss a variety of matters, including the application of accounting principles and auditing standards, operating and regulatory conditions affecting the entity, and operational plans and strategies that may affect the risks of material misstatement. None of the matters discussed resulted in a condition to our retention as Onondaga Civic Development Corporation's auditors.

This information is intended solely for the use of the audit committee and management of the Onondaga Civic Development Corporation and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

**GROSSMAN ST. AMOUR  
CERTIFIED PUBLIC ACCOUNTANTS, PLLC**

**Attachment I**  
**Onondaga Civic Development Corporation**  
**Adjustments recorded by management as a result of the audit**  
**December 31, 2012**

**Adjusting Journal Entries JE # 1**

To adjust CY beginning net assets to PY ending net assets.

32000	Unrestricted Net Assets	3,430.00	
01600	Accumulated Depreciation		3,430.00
<b>Total</b>		<b><u>3,430.00</u></b>	<b><u>3,430.00</u></b>

**Adjusting Journal Entries JE # 2**

Entry to record electronic charges not record on the general ledger.

65020	Meeting Expenses	93.00	
65050	Banking Service Charges	36.00	
00100	M&T Checking		129.00
<b>Total</b>		<b><u>129.00</u></b>	<b><u>129.00</u></b>

**Adjusting Journal Entries JE # 3**

Entry to record current year depreciation expense.

62810	Depreciation	7,096.00	
01600	Accumulated Depreciation		7,096.00
<b>Total</b>		<b><u>7,096.00</u></b>	<b><u>7,096.00</u></b>



**Onondaga Civic Development Corporation**

**Financial Statements**

**December 31, 2012 and 2011**

**Onondaga Civic Development Corporation**  
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**December 31, 2012 and 2011**

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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors  
Onondaga Civic Development Corporation

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the business-type activities of the Onondaga Civic Development Corporation as of and for the years ended December 31, 2012 and 2011, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

## **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of the Onondaga Civic Development Corporation, as of December 31, 2012 and 2011, and the respective changes in financial position and, cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

## **Other Matters**

### *Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

### **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated March 14, 2013 on our consideration of the Onondaga Civic Development Corporation internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

Syracuse, New York  
March 14, 2013

**Onondaga Civic Development Corporation**  
**Management's Discussion and Analysis**  
**For the Years Ended December 31, 2012 and 2011 (unaudited)**

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As management of the Onondaga Civic Development Corporation ("OCDC"), we offer readers of this Corporation's financial statements this narrative overview and analysis of the financial activities of the Corporation for the fiscal years ended December 31, 2012 and 2011. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in the financial statements.

**FINANCIAL HIGHLIGHTS**

- OCDC primarily receives revenues from project and application fees. During 2012, the Corporation received one new application and received project fees from two projects totaling \$1,497,025. OCDC had one new application and received project fees from two projects totaling \$430,000 in 2011.
- The Corporation assisted with two projects during 2012, whereby a total amount of \$159,985,000 of debt was issued on behalf of such projects whereby the Corporation received a 1% fee of such bond amounts. This debt is considered conduit debt and is not recorded on the financial statements of the Corporation since the bonds are not obligations of the Corporation and the Corporation has no obligation to pay such bonds, even in default.
- The Corporations net position increased by \$1,064,822 and \$120,681 in 2012 and 2011, respectively, primarily due to the amount of project fees that the Corporation collected in 2012 and 2011. The Corporation had five active service contracts in 2012 and made payments on these contracts totaling \$145,815 compared to two active service contracts in 2011 whereby total payments were \$120,722.

**OVERVIEW OF THE FINANCIAL STATEMENTS**

This discussion and analysis is intended to serve as an introduction to the Corporation's basic financial statements. The Corporation's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements.

**Government-wide financial statements** – The government-wide financial statements are designed to provide readers with a broad overview of the Corporation's finances, in a manner similar to a private-sector business.

The Statement of Net Position presents information on all of the Corporation's assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Corporation is improving or deteriorating.



**Onondaga Civic Development Corporation  
Management's Discussion and Analysis  
For the Years Ended December 31, 2012 and 2011 (unaudited)**

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**OVERVIEW OF THE FINANCIAL STATEMENTS (continued)**

The Statement of Activities presents information showing how the Corporation's net position changed during the fiscal year. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in the future fiscal periods. Both of the government-wide financial statements report only business-type (proprietary) activities, since none of the Corporation's activities are considered to be governmental activities supported primarily by taxes.

**Fund financial statements** – A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Corporation, like other component units of state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The Corporation does not have any finance-related legal requirements for funds, as such maintains its books and records consistent with other proprietary funds, which is on a basis consistent with business-type activities. The Corporation's financial statements are considered a proprietary fund (enterprise fund) which is the same information as presented within the Statements of Net Position and Statements of Activities.

**Notes to the Financial Statements** – The notes provide additional information that is essential to a full understanding of the data provided in the government-wide financial statements. The notes to the financial statements can be found on pages 7 through 12 of this report.

**GOVERNMENT-WIDE FINANCIAL ANALYSIS**

As noted earlier, net position may serve over time as a useful indicator of the Corporation's financial position. In the case of the OCDC, assets exceeded liabilities by \$2,277,985 and \$1,213,163 as of December 31, 2012 and 2011, respectively. This net position balance primarily represents cash and cash equivalents of \$2,241,297 which may be used by the Corporation for future economic development needs as more fully described in the Corporation's mission statement.

**Onondaga Civic Development Corporation**  
**Management's Discussion and Analysis**  
**For the Years Ended December 31, 2012 and 2011 (unaudited)**

The Corporation's only fund is treated as a proprietary (business-type) fund. The following are summarized versions of the government-wide financial statements for 2012 and 2011:

**Net Position**

	<u>2012</u>	<u>2011</u>
Cash and cash equivalents	\$ 2,241,297	\$ 1,182,889
Other assets	149,888	54,484
<b>Total assets</b>	<u><u>\$ 2,391,185</u></u>	<u><u>\$ 1,237,373</u></u>
Due to Onondaga County Office of Economic Development	\$ 56,873	\$ 19,171
Accounts payable	2,127	5,039
Loan loss reserve	54,200	-
<b>Total liabilities</b>	<u><u>\$ 113,200</u></u>	<u><u>\$ 24,210</u></u>
 Net position	 <u><u>\$ 2,277,985</u></u>	 <u><u>\$ 1,213,163</u></u>

**Change in Net Position**

	<u>2012</u>	<u>2011</u>
<b>Revenue and other support:</b>		
Project fees	\$ 1,497,025	\$ 430,000
Application fees	500	500
Interest income	3,470	3,161
<b>Total revenue and other support</b>	<u><u>1,500,995</u></u>	<u><u>433,661</u></u>
 <b>Expenses:</b>		
Service contracts	\$ 145,815	\$ 120,722
Onondaga County Office of Economic Development	139,024	81,495
Rent, parking, utilities	118,470	66,172
Professional services	13,192	21,786
Marketing	6,342	10,082
Insurance	3,694	3,601
Depreciation	7,096	3,430
Sponsorship	-	2,500
Travel, meetings and conferences	1,669	1,294
Office expenses	831	1,898
Miscellaneous	40	-
<b>Total expenses</b>	<u><u>436,173</u></u>	<u><u>312,980</u></u>
<b>Change in net position</b>	<u><u>1,064,822</u></u>	<u><u>120,681</u></u>
Net position at beginning of year	<u><u>1,213,163</u></u>	<u><u>1,092,482</u></u>
<b>Net position at end of year</b>	<u><u>\$ 2,277,985</u></u>	<u><u>\$ 1,213,163</u></u>

**Onondaga Civic Development Corporation  
Management's Discussion and Analysis  
For the Years Ended December 31, 2012 and 2011 (unaudited)**

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**REQUEST FOR INFORMATION**

This financial report is designed to provide readers with a general overview of the Corporation's finances. If you have questions about this report or need additional information, contact the Corporation's board at the Onondaga Civic Development Corporation, 333 W. Washington Street, Suite 130, Syracuse, NY 13202.

**Onondaga Civic Development Corporation**

**Statements of Net Position**

**ASSETS**

	<u>2012</u>	<u>2011</u>
<b>Current assets:</b>		
Cash and cash equivalents	\$ 2,241,297	\$ 1,182,889
Accounts receivable	808	410
Prepaid rent	<u>9,923</u>	<u>9,478</u>
<b>Total current assets</b>	<b>2,252,028</b>	<b>1,192,777</b>
<b>Loan receivable</b>	<u>100,000</u>	-
<b>Capital assets, net</b>	<u>39,157</u>	44,596
	<u><b>\$ 2,391,185</b></u>	<u><b>\$ 1,237,373</b></u>

**LIABILITIES AND NET POSITION**

<b>Current liabilities:</b>		
Due to Onondaga Office of Economic Development	\$ 56,873	\$ 19,171
Accounts payable	<u>2,127</u>	<u>5,039</u>
	<b>59,000</b>	24,210
<b>Loan loss reserve</b>	<u>54,200</u>	-
<b>Net position</b>		
Net investment in capital assets	39,157	44,596
Restricted for loan loss	54,200	-
Unrestricted	<u>2,184,628</u>	<u>1,168,567</u>
<b>Total net position</b>	<u><b>2,277,985</b></u>	<u><b>1,213,163</b></u>
	<u><b>\$ 2,391,185</b></u>	<u><b>\$ 1,237,373</b></u>

The accompanying notes are an integral part of the financial statements

**Onondaga Civic Development Corporation**

**Statements of Activities and Changes in Net Position**

	<b>Years ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Revenue and other support:</b>		
Project fees	\$ 1,497,025	\$ 430,000
Application fees	500	500
Interest income	3,470	3,161
Total revenue and other support	<u>1,500,995</u>	<u>433,661</u>
 <b>Expenses:</b>		
Service contracts	145,815	120,722
Onondaga County Office of Economic Development	139,024	81,495
Rent, parking, utilities	118,470	66,172
Professional services	13,192	21,786
Marketing	6,342	10,082
Insurance	3,694	3,601
Depreciation	7,096	3,430
Sponsorship	-	2,500
Travel, meetings and conferences	1,669	1,294
Office expenses	831	1,898
Miscellaneous	40	-
Total expenses	<u>436,173</u>	<u>312,980</u>
 <b>Change in net position</b>	 <b>1,064,822</b>	 120,681
 Net position at beginning of year	 <u>1,213,163</u>	 <u>1,092,482</u>
 <b>Net position at end of year</b>	 <u><b>\$ 2,277,985</b></u>	 <u><b>\$ 1,213,163</b></u>

The accompanying notes are an integral part of the financial statements

**Onondaga Civic Development Corporation**

**Statements of Cash Flows – Proprietary fund**

	<b>Years ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
Cash flows from operating activities:		
Inflows -		
Project fees	\$ 1,497,025	\$ 430,000
Application fees	500	500
Interest received	3,470	3,161
Micro loan loss	-	-
Outflows -		
Service contracts	(145,815)	(120,722)
Onondaga County Office of Economic Development	(101,322)	(62,324)
Rent, parking, utilities	(118,915)	(75,650)
Professional services	(13,192)	(20,486)
Other services	(15,886)	(17,472)
Net cash provided by operating activities*	1,105,865	137,007
Cash flows from capital activities:		
Outflows -		
Acquisition of capital assets	(1,657)	(48,026)
Net cash used in capital activities	(1,657)	(48,026)
Cash flows from financing activities:		
Inflows -		
Proceeds from Micro loan loss	54,200	-
Outflows -		
Payment for Light 4 Life loan	(100,000)	-
Net cash provided by financing activities	(45,800)	-
Net increase in cash and cash equivalents	1,058,408	88,981
Cash - Beginning of year	1,182,889	1,093,908
Cash - end of year	\$ 2,241,297	\$ 1,182,889
<b>*Reconciliation of change in net position to net cash provided by operating activities:</b>		
Change in net position:	\$ 1,064,822	\$ 120,681
Depreciation	7,096	\$ 3,430
Changes in operating assets and liabilities:		
Accounts receivable	(398)	(410)
Prepaid rent	(445)	(9,478)
Due to Onondaga Economic Development	37,702	19,171
Accounts payable	(2,912)	3,613
Net cash provided by operating activities	\$ 1,105,865	\$ 137,007

The accompanying notes are an integral part of the financial statements

# Onondaga Civic Development Corporation

## Notes to Financial Statements

---

### 1. Summary of Significant Accounting Policies

#### **Nature of Operations**

The Onondaga Civic Development Corporation (“OCDC” / “Corporation”) was organized to stimulate economic growth and/or lessen the burdens of government through facilitating investments that will promote job creation/retention, improve the quality of life of Onondaga County citizens, generate prosperity, and/or encourage economic vibrancy for Onondaga County as a whole, by using available incentives including the issuance of negotiable bonds for Onondaga County’s non-profit organizations as set forth more fully in Section 1411(a) of the Not-for-Profit Laws of the State of New York.

OCDC is considered a public authority and is subject to rules and regulations of the New York State Public Authorities Act of 2009. The Corporation must provide various reports to New York State officials on a frequent basis. Failure to follow public authority regulations or to provide accurate and timely information to the New York State officials could impair the ability for the Corporation to act under the public authority laws of the State of New York.

#### **Basis of Presentation**

OCDC is considered a governmental entity for accounting and financial reporting purposes. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. OCDC adopted GASB Statement No. 62 Codification of Accounting and Financial Reporting Guidance contained in Pre-November 30, 1989 FASB and AICPA Pronouncements effective January 1, 2012. The adoption of this statement did not result in the restatement of beginning net position and did not have a significant impact on the financial statements.

OCDC adopted GASB Statement No. 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position effective January 1, 2012. The adoption of this statement resulted in the reclassification of \$44,596 of capital assets to the new caption of net investment in capital assets. This amount was previously included with unrestricted net assets. In addition to this reclassification, the new classification of net position has been utilized throughout these financial statements.

#### **Governance**

OCDC is managed by a Board of Directors which establishes the general policies governing the organization. The Board of Directors is comprised of seven voting directors whereby three are appointed by the chairman of the Onondaga County Legislature, three are appointed by the Onondaga County Executive and one additional director jointly appointed by the Onondaga County Legislature and County Executive all subject to confirmation by the Onondaga County Legislature.

# Onondaga Civic Development Corporation

## Notes to Financial Statements

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### 1. Summary of Significant Accounting Policies (continued)

#### **Annual Budgets**

OCDL is required to provide to the New York State authorities budget office an annual budget on operations and capital construction setting forth the estimated receipts and expenditures for the next fiscal year and the current fiscal year. This budget is submitted to the authority's budget office and can be found on the Corporation's website at <http://www.syracusecentral.com/Economic-Development-Services-Civic-Development-Corporation.aspx>.

#### **Concentration of Credit Risk**

Financial instruments that potentially subject the Corporation to concentration of credit risk consist principally of cash and cash equivalents. The Corporation places its temporary cash investments with limited financial institutions and at various times these investments exceed the Federal Deposit Insurance Corporation limits.

#### **Cash and Cash Equivalents**

The Corporation considers all short-term investments purchased with an original maturity of three months or less to be cash equivalents.

All deposits of the Corporation, including certificates of deposit and special time deposits in excess of the amount insured under the Federal Deposit Insurance Act (FDIC) shall be secured by eligible collateral. Eligible collateral is defined as consisting of any one, or combination, of the following: (a) pledge of eligible securities with an aggregate market value as provided by General Municipal Law equal to the aggregate amount of deposits or (b) by an eligible surety bond payable to the Corporation for an amount equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The Corporation has an excess amount of \$1,934,785 and \$919,297 held in single bank in excess of the FDIC insured amounts as of December 31, 2012 and 2011, respectively. This excess amount is collateralized by securities held by the pledging financial institution.

#### **Property and Equipment**

Property is recorded at cost at the date of acquisition if purchased or fair market value at the date of donation in the case of gifts. Depreciation is recorded on the straight-line method over the estimated useful lives of the assets.

#### **Income Taxes**

The Corporation is a not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and has been classified as an organization that is not a private foundation under Section 509(a) of the Code. The Corporation also believes that none of its activities are subject to unrelated business income tax, therefore no provision for such income tax has been made in the financial statements for the years ended December 31, 2012 and 2011.



# Onondaga Civic Development Corporation

## Notes to Financial Statements

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### 1. Summary of Significant Accounting Policies (continued)

#### **Revenue Recognition**

The Corporation recognizes project fee revenue related to a bond closing at the time of the bond closing. All project fees are considered to be operating revenues.

#### **Service Contracts**

The Corporation enters into contractual agreements with various entities through its Economic Growth Support Fund. All service contracts are approved by the Board of Directors and must comply with the Corporations guidelines for such service contracts. These service contracts have service conditions that must be met for payment. As of December 31, 2012, the Corporation had \$6,375 of unmet service conditions related to a service contracted as such, has not recorded the amount as a liability since the service conditions have not yet been met.

#### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period and for the reporting period and as of the financial statement date. Actual results may differ from these estimates.

#### **Risks and Uncertainties**

Investment securities (including cash equivalents) are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect the amounts reported in the Statements of Financial Position and the Statements of Activities.

#### **Loan Receivable and Loan Loss Reserve**

The Corporation has a loan receivable from a third party totaling \$100,000. The loan is payable over 5 years. Payments of interest only are for the first six months of the loan while principal and interest are due thereafter for the remaining portion of the loan. The loan bears interest of 4.5% and is collateralized with machinery and equipment from the third party.

The Corporation assumed the loan guarantee obligation of another entity in 2012 as this other entity was dissolved in 2012. Upon the dissolution, this other entity provided \$54,200 to the Corporation which is restricted for potential loan losses that the Corporation guarantees. If these loans are defaulted upon by the primary borrower, the Corporations guarantee would require the Corporation to make payments on such loans in accordance with the guarantee agreement.

## Onondaga Civic Development Corporation

### Notes to Financial Statements

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#### 2. Capital assets

Capital asset balances and activity for the year ended December 31, 2012 were as follows:

	Beginning			Ending
Governmental activities:	<u>Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u>
Capital assets that are depreciated:				
Furniture and equipment	<u>\$48,026</u>	<u>\$ 1,657</u>	<u>\$ -</u>	<u>\$49,683</u>
Total depreciable historical cost	<u>48,026</u>	<u>1,657</u>	<u>-</u>	<u>49,683</u>
Less accumulated depreciation:				
Furniture and equipment	<u>(3,430)</u>	<u>(7,096)</u>	<u>-</u>	<u>(10,526)</u>
Total accumulated depreciation	<u>(3,430)</u>	<u>(7,096)</u>	<u>-</u>	<u>(10,526)</u>
Total historical cost, net	<u>\$44,596</u>	<u>\$ (5,439)</u>	<u>\$ -</u>	<u>\$39,157</u>

Depreciation of approximately \$7,000 and \$3,400 was expensed in 2012 and 2011, respectively.

#### 3. Investments

The Corporation has a written investment policy. This investment policy allows the Corporation to invest in a variety of appropriate investment vehicles, including but not limited to special time deposits, certificates of deposits, obligations of the United States of America, obligations guaranteed by agencies of the United States of America and obligations of the State of New York. All investments held on behalf of the Corporation shall be held in the custody of a bank or trust company and shall be held pursuant to a written custodial agreement. As of December 31, 2012 and 2011, all of the assets of the Corporation are invested within either a general checking account or a money market account which are considered cash and cash equivalents for financial statement reporting.

Investments are reported at fair value. The Corporation's investments are typically money market investments which are short-term, highly liquid debt instruments, including commercial paper, banker's acceptances, and U.S. Treasury and agency obligations. As of December 31, 2012, the Corporation's investments of \$2,184,785 were entirely held at one financial institution and were entirely money market funds. The money market investment is not rated by one of the independent rating agencies.

# Onondaga Civic Development Corporation

## Notes to Financial Statements

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### 4. Conduit Debt Obligations

OCDC has the ability to issue bonds which are deemed to be limited obligations of the Corporation. These bonds are considered to be limited obligations as the payments for such bonds are pledged from a source outside the Corporation which has the obligation to pay the principal and interest of such bonds. These bonds are paid solely from the net revenues and other funds of the Corporation pledged under terms of each individual bond indenture agreement. Since the Corporation does not have any obligation to repay the principal and interest of such bonds, the bonds are not reflected on the statement of net assets as long-term debt. As of December 31, 2012 and 2011, the Corporation has issued bonds with an aggregate principal amount outstanding of \$309,188,820 and \$151,950,000, respectively.

### 5. Related Party Transactions

The Corporation has entered into an agreement with Onondaga County Office of Economic Development to provide staffing and other support costs for all of the Corporation's activities. The contract totaled \$139,024 and \$81,495 in 2012 and 2011, respectively. This contract is all-inclusive for employee salaries and related fringe benefits, as such no salaries or benefits are recorded individually on the financial statements of the Corporation. Under terms of the contract, Onondaga County Office of Economic Development is the legally responsible entity to make such fringe benefit and salary payments. It is expected that the Onondaga County Office of Economic Development will renew such contract for fiscal year 2013.

### 6. Lease Commitments

The Corporation entered into an agreement leasing office space in June 2011. The terms of the lease require monthly minimum payments of \$10,004. The lease agreement expires June 2021 with the option to extend the term for two successive periods of five years each. The first renewal term requires monthly payments of \$10,421 while the second renewal term requires monthly payments of \$10,838. The Corporation must exercise its option to renew at least 12 months prior to the expiration of the current lease term. Rent expense was approximately \$118,000 and \$66,000 as of December 31, 2012 and 2011, respectively.

Total future minimum lease commitments are as follows:

Year ending December 31,	Amount
2013	120,048
2014	120,048
2015	120,048
2016	120,048
2017	120,048
Thereafter	420,168
Total	<u>\$ 1,020,408</u>

## Onondaga Civic Development Corporation

### Notes to Financial Statements

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#### 6. Lease Commitments (continued)

The Corporation has a one-time option to terminate the lease as of the end of the 5<sup>th</sup> through 9<sup>th</sup> year of the lease term. The Corporation may elect this one-time option by notifying the lessor 6 months prior to the effective termination date and by paying a termination fee of \$106,125 at the time of the election. The above minimum lease commitment schedule assumes the Corporation will not elect the option to terminate the lease early.

#### 7. Subsequent Events

In preparing financial statements, management of the Corporation has evaluated events and transactions for potential recognition or disclosure through March 14, 2013, the date the financial statements were available to be issued. Effective January 1, 2013, the Corporation purchased the Van Duyn Nursing Home from Onondaga County. A lease facility agreement was entered into between Onondaga Civic Development Corporation and Onondaga County in which the County will continue to operate the facility until it is sold. The facility is intended to be sold to a third party by the end of the 2013 fiscal year.

**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS  
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT  
AUDITING STANDARDS***

To the Board of Directors of  
Onondaga Civic Development Corporation

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the business-type activities of the Onondaga Civic Development Corporation, as of and for the year ended December 31, 2012, and the related notes to the financial statements which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated March 11, 2013.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Onondaga Civic Development Corporation's internal control over financial reporting to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of Onondaga Civic Development Corporation's internal control.

*A deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

**Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Onondaga Civic Development Corporation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

**Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Syracuse, New York

March 11, 2013

## INDEPENDENT ACCOUNTANT'S REPORT

To the Board of Directors  
Onondaga Civic Development Corporation

We have examined the Onondaga Civic Development Corporation's (the Corporation) compliance with the New York State Public Authorities Law section 2925 applicable to the Company's investments for the year ended December 31, 2012. Management is responsible for the Corporation's compliance with those requirements. Our responsibility is to express an opinion on the Corporation's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the Corporation's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination of the Corporation's compliance with specified requirements.

In our opinion, the Corporation complied, in all material respects, with the aforementioned requirements for the year ended December 31, 2012.

This report is intended solely for the information and use of management, the audit committee and Board of Directors, others within the Corporation, and for compliance with the New York State Public Authorities Law and is not intended to be and should not be used by anyone other than these specified parties.

Syracuse, New York  
March 11, 2013



Governance Committee Report to the Board  
March 14, 2013

The Governance Committee of the Board met on December 21, 2012 to review the self-evaluations of the Board, Staff, Audit Committee, Finance Committee, to review the self-evaluation of the Governance Committee and to review its Charter.

### Self-Evaluations

**Committees:** The Committee reviewed the self- evaluations of the Audit and Finance Committees and reviewed its own self-evaluation. The Governance Committee resolved to present the evaluations to the Board as written with no additional comment or amendment.

**Board:** The Governance Committee reviewed the self-evaluation of the Board by its members. The Committee resolved to present the evaluation to the Board as written with no additional comment or amendment.

**Staff:** The Governance Committee reviewed the evaluation of Staff by the Board. The Committee resolved to present the evaluation to the Board as written with no additional comment. The Committee resolved to amend the wording of the financial disclosure criteria.

### Committee Charter

The Committee reviewed the Charter of each Corporation Committee and resolved to present the Charters to the Board as written without comment or amendment.

### The Annual Reports

The Committee reviewed the Annual Reports of the Audit Committee, Finance Committee and reviewed its Annual Report. The Governance Committee resolved to present the three reports to the Board as written without comment or amendment.





# ONONDAGA CIVIC DEVELOPMENT CORPORATION

## Annual Report 2012

Onondaga Civic Development Corporation  
333 W. Washington Street  
Suite 130  
Syracuse, NY 13202  
315-435-3770 (P)  
315-435-3669 (F)

Mary Beth Primo, President/CEO  
[MaryBethPrimo@ongov.net](mailto:MaryBethPrimo@ongov.net)  
[OCDC Website](#)

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## Board of Directors

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**Matthew McAnaney**

*Chairman*

(2009 – Present)

**Thomas Cerio**

*Director*

(2011 – Present)

**Donald Colon**

*Director*

(2009 – Present)

**James Farrell**

*Director*

(2009 – Present)

**Cydney Johnson**

*Director*

(2009 – Present)

**Scott Koldin**

*Director*

(2009 – Present)

**Dale Sweetland**

*Director*

(2009 – Present)

## **Corporation Officers and Staff**

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Mary Beth Primo  
*President/CEO*

Honora Spillane  
*Secretary*

Kristi Smiley  
*Treasurer*

Christopher Cox  
*Assistant Treasurer*

Karen Doster  
*Recording Secretary*

**Corporation Counsel**  
Harris Beach, PLLC

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

## 2012 BOARD COMMITTEES & MEMBERSHIP

### Governance Committee

Cydney Johnson - Chairperson  
James Farrell  
Matthew McAnaney

### Audit Committee

Scott Koldin - Chairperson  
Don Colon  
Matthew McAnaney

### Finance Committee

Dale Sweetland - Chairperson  
Tom Cerio  
Matt McAnaney

## 2012 Meeting Attendance

<u>January 12</u>	<u>February 9</u>	<u>March 8</u>	<u>May 10</u>	<u>June 14</u>	<u>July 19</u>
Matt McAnaney Jim Farrell Scott Koldin Dale Sweetland	Matt McAnaney Scott Koldin Dale Sweetland Cydney Johnson Thomas Cerio	Matt McAnaney Jim Farrell Scott Koldin Dale Sweetland Thomas Cerio	Matt McAnaney Jim Farrell Scott Koldin Dale Sweetland Donald Colon Cydney Johnson	Matt McAnaney Jim Farrell Scott Koldin Dale Sweetland Donald Colon Cydney Johnson Thomas Cerio	Matt McAnaney James Farrell Donald Colon Cydney Johnson Thomas Cerio
<u>August 22</u>	<u>September 13</u>	<u>October 11</u>	<u>November 8</u>	<u>December 21</u>	
Matt McAnaney James Farrell Donald Colon Cydney Johnson Thomas Cerio Dale Sweetland	James Farrell Donald Colon Cydney Johnson Thomas Cerio Scott Koldin	Cydney Johnson Donald Colon Scott Koldin Dale Sweetland	Cydney Johnson Scott Koldin Dale Sweetland Matt McAnaney Thomas Cerio	Cydney Johnson Dale Sweetland Matt McAnaney Thomas Cerio James Farrell	

## 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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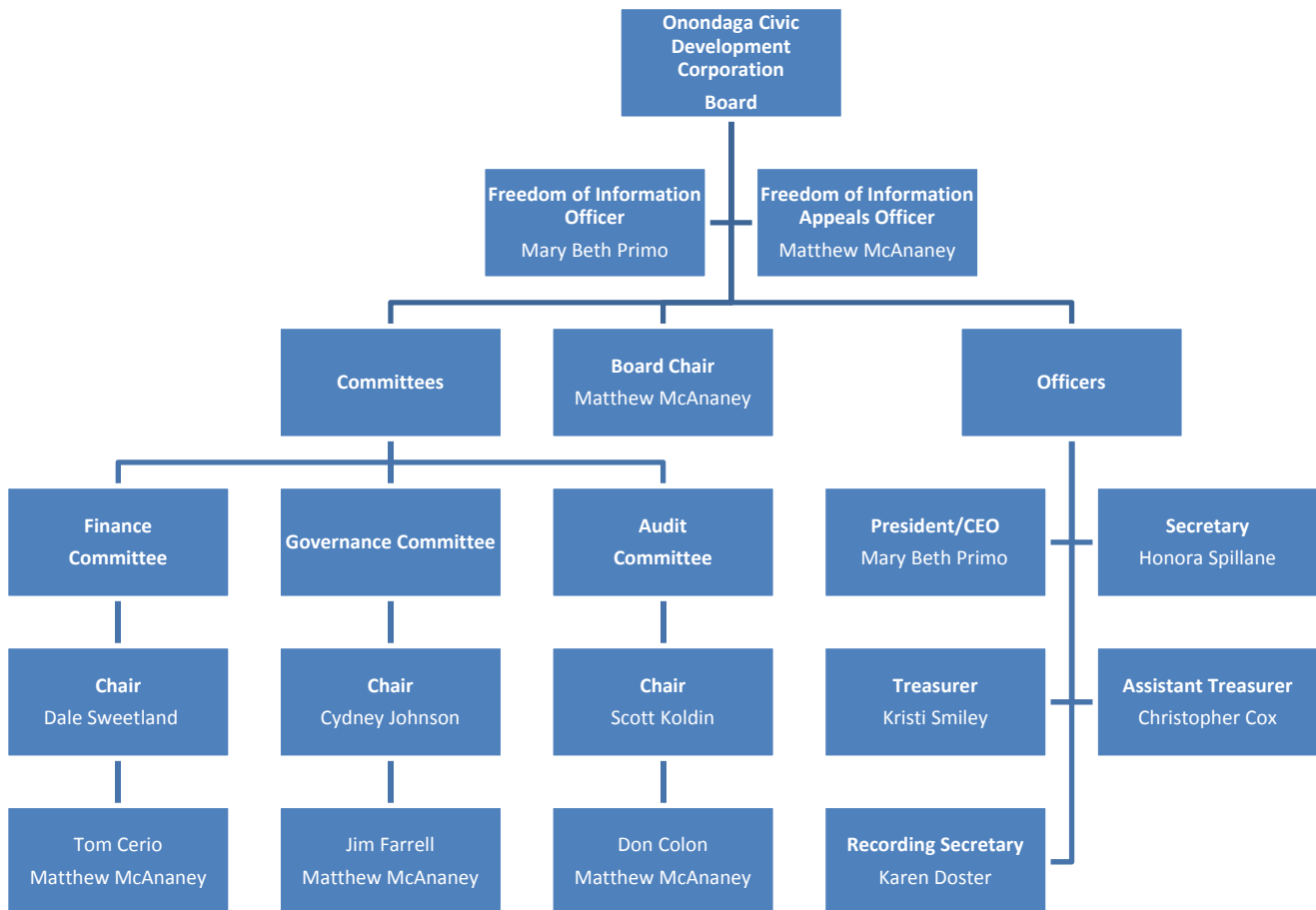
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Appendix B

## 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 & ACCOMPLISHMENTS**

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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 2012 fiscal year, the Corporation conducted 21 public meetings. These included 10 regular meetings, eight committee meetings, two public hearings and one annual meeting.
- An independent certified public accounting firm performs the annual financial audit of the Corporation. The report will be available after March 31, 2013 at [www.syracusecentral.com](http://www.syracusecentral.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.

## **2012 ACCOMPLISHMENTS**

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- Conducted Corporation Annual meeting, 10 board meetings and 8 committee meetings.
- Adhered to and met all PAAA requirements.
- Issued bonds for St. Joseph's Hospital Health Center and LeMoyne College.
- Entered into four service contracts with The Americanization League of Syracuse and Onondaga County, the Syracuse Convention and Visitor's Bureau, the Northeast UAS Integration Research Alliance, and the Onondaga Community College Foundation for economic development services to OCDC and the community.
- Participated in a Quasi Equity Loan program with the Greater Syracuse Business Development Corporation.

## **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, 2012. 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.



## **2012 OCDC PROJECT DETAIL**

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### **Projects Undertaken by the Corporation**

Name	Project Description	Closing Date	Bond Amount
St. Joseph's Hospital Health Center	St. Joseph's Hospital requested bond financing for a capital improvement project consisting of approximately 190,870 sq ft of new construction and additional renovations to existing Hospital facilities.	9/20/12	\$142,745,000
LeMoyne College	LeMoyne College requested bond financing for the renovation, reconstruction and equipping of Coyne Science Center, Mitchell Hall (Madden School of Business), and the main Dining Center, the renovation of existing academic facilities, offices, classrooms, and the renovation of existing student housing.	10/30/12	\$17,240,000

## 2012 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.

### OCDC Revenue Expense Summary

<b>Category</b>	<b>Revenue</b>	<b>Expense</b>
Operating Revenue	\$1,500,995	
County Contract Expense		\$139,024
Operating Expense		\$317,703
Gain/Loss	\$1,064,822	

<b>Assets and Liabilities Summary (Unaudited)</b>	
<b>Assets</b>	
Checking/Savings	\$2,241,296
Accounts Receivable	\$100,809
Other Current Assets	\$9,923
Fixed Assets	\$49,683
Other Assets	\$0
<b>Total Assets</b>	<b>\$2,401,710</b>
<b>Liabilities and Equity</b>	
Accounts Payable	\$59,093
Other Current Liabilities	\$0
Long Term Liabilities	\$0
Equity	\$2,342,617
<b>Total Liabilities and Equity</b>	<b>\$2,401,710</b>

Schedule of Bonds and Notes Outstanding (Unaudited)		
Project Code	Name of Project	Outstanding at End of Fiscal Year
None	Abby Lane Housing Corp.	\$31,011,326
None	LeMoyne College	\$25,000,000
None	St. Joseph's Hospital Health Center	\$58,401,600
None	OCC Housing Dev. Corp.	\$11,000,000
None	Upstate Properties Dev., Inc.	\$32,000,000
None	LeMoyne College 2012	\$17,240,000
None	St. Joseph's Hospital Health Center	\$142,745,000

Additional Revenue/Expense Summary		
Category	Revenue	Expense
Operations Revenue	\$1,500,995	
PILOT Pass-Thru	\$0	
County Contract		\$139,024
Operations Expense		\$290,146
PILOT Expense		\$0

**Four-Year Financial Plan**

Appendix F

**Bond, Legal and Audit Detail**

Appendix I

**Real Property Schedule**

A: Real Property Held - NONE

B: Real Property Disposed – NONE

# Appendices

## Appendix A

### **BOARD BIOGRAPHIES**

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#### **Thomas Cerio**

Tom is a 1995 graduate of the Thomas M. Cooley Law School, and has a Bachelor of Science Degree from the State University of New York at Buffalo. He started his legal career with the Onondaga County District Attorney's Office. Tom has represented municipal interests in a variety of cases and has served as a member of the Tax Assessment Review Board and was Chairman of the Zoning Board of Appeals for the Town of Onondaga. Tom has worked with a number of municipal entities throughout the Central New York region on issues including land development, bonding, zoning and compliance with municipal development plans, municipal land use planning, and representation of private and public interests before municipal boards and bodies including the Onondaga County Legislature, City of Syracuse Common Council, City of Syracuse Zoning Board of Appeals and Planning Commissions, and Town and Village Zoning Boards. Mr. Cerio joined the Board of Directors in June 2011.

#### **Don Colon**

A resident of Baldwinsville, NY and a former small business owner, Don Colon served as Baldwinsville Trustee, Baldwinsville Mayor, and Baldwinsville Village Treasurer. He served as an Onondaga County Legislator from 1981-1999 serving on many committees and chairing the Ways and Means/Personnel committee from 1988-1999. He served 9 years as Onondaga County Comptroller from 1999-2007 and was a nine year member of the Onondaga County Planning Board. Now retired, he is currently a member of the Lysander ZBA and serves on the boards of several local organizations.

#### **James Farrell**

For the past four decades, James Farrell has worked in the construction industry. He is the General Manager of TAG Home Performance in Syracuse, NY. Previously Mr. Farrell was the owner of Pella of CNY as well as Farrell Construction Services. Mr. Farrell served as an Onondaga County Legislator from 2001 to 2007 and as the Village of Liverpool Mayor from 1997 – 2000. He graduated with a Bachelor's degree in Mechanical Engineering from Lehigh University and received a Master's degree in Industrial Management from Clarkson University. Mr. Farrell lives in Liverpool, NY.

#### **Cydney Johnson**

Cydney Johnson has spent 30 years in the retail and marketing field, working for major retailers and specialty companies. She is presently the Senior VP of US Sales for Blueprint Limited, a product development, sourcing and category management company. She oversees the US segment of the business. Ms. Johnson is also an Assistant Professor of Business at Morrisville State College. She attended Syracuse University and graduated with a degree in Retailing. Ms. Johnson also received her MBA with a concentration in Organizational Management from Syracuse University. She lives in Syracuse.

**Scott Koldin**

Scott Koldin graduated Cum Laude from the University of Rochester and the Syracuse University College of Law. He was an Onondaga County Assistant District Attorney and a partner at the law firm of Cambarei, Cambarei & Koldin, LLP prior to joining the Koldin Law Center. Mr. Koldin was the recipient of the 1991 American Jurisprudence Award in the area of Professional Responsibility from the Syracuse University College of Law. He is a member of the National Academy of Elder Law Attorneys, the Elder Law Section of the New York State Bar Association and the Onondaga County Bar Association. He is the former acting Judge for the Village of Manlius.

**Matthew McAnaney**

Matthew McAnaney has been consulting on employee benefit plans since 1985. His career started as a sales representative with Guardian Life Insurance Company in 1985. He was promoted to District Manager of the Albany sales office in 1989. In 2001, he returned to the Syracuse area as the Regional Director of Guardian Upstate New York Operation. Mr. McAnaney has been a member of the National Association of Insurance and Financial Advisors since 1985. From 1990-1996, he was the public relations chair of the Make a Wish Foundation and is presently the President of Blue Wave West, a youth lacrosse program on Syracuse's Westside. He received a Bachelor of Arts in Economics from the University of Pennsylvania and lives in the City of Syracuse. Mr. McAnaney became Chairman of the OCDC Board of Directors in June 2011.

**Dale Sweetland**

Dale Sweetland is the Northeast Marketing Representative for ARMtech Insurance Services and the Owner and President of CTD Enterprises, LLC. Mr. Sweetland began his agricultural career working on the family farm, which he owned and managed for over 25 years. He began a celebrated career of public service in 1988 when he was elected Town Supervisor for the Town of Fabius, New York. He was elected to the Onondaga County Legislature in 1994, retiring in 2008 as its Chair.

## Appendix B

### 2012 BOARD PERFORMANCE EVALUATIONS

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#### SUMMARY

#### Confidential Evaluation of OCDC Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Board members have a shared understanding of the mission and purpose of the Agency.	6	1			
The policies, practices and decisions of the Board are always consistent with this mission.	7				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	7				
The Board has adopted policies, by-laws, and practices for the governance, management and operations of the Agency & reviews these annually.	7				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	6	1			
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	6	1			
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.	6	1			
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.	7				
The Board knows the statutory obligations of the Agency and if the Agency is in compliance with state law.	7				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	7				
Board members have sufficient opportunity review material and discuss recommendations before decisions are made and votes taken.	7				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7				
The Board works with management to implement risk mitigation strategies before problems occur.	7				
Board members demonstrate leadership and vision and work respectfully with each other.	7				

Name of Agency: Onondaga Civic Development Corporation    Date Completed: December 21, 2012

\* Numbers correspond to board member responses.

**SUMMARY**  
**Confidential OCDC Staff Evaluation**

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Does the staff have an understanding of the mission, duties & responsibilities of the Agency?	7				
Does the staff sufficiently fulfill the Board's administrative duties?	7				
Does the staff provide the Board with the information necessary for the Board to fulfill its duties in a prudent and timely manner?	7				
Does the staff encourage open discussion at Agency meetings by presenting information and responding to inquiries from board members, clearly and openly?	7				
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				1
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?	5	1			1

Name of Agency: Onondaga Civic Development Corporation  
 \* Numbers correspond to board member responses.

Date Completed: December 21, 2012



**SUMMARY**  
**FINANCE COMMITTEE**  
**Confidential Committee Self-Evaluations**

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?	<b>3</b>			
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?	<b>3</b>			
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?	<b>3</b>			
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?	<b>3</b>			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	<b>3</b>			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	<b>3</b>			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	<b>3</b>			

Name of Agency: Onondaga Civic Development Corporation, Finance Committee

Date Completed: December 21,2012

\* Numbers correspond to board member responses.

**SUMMARY**  
**AUDIT COMMITTEE**  
**Confidential Committee Self-Evaluations**

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?	<b>3</b>			
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?	<b>3</b>			
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?	<b>3</b>			
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?	<b>3</b>			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	<b>3</b>			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	<b>3</b>			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	<b>3</b>			

Name of Agency: Onondaga Civic Development Corporation, Audit Committee

Date Completed: December 21, 2012

\* Numbers correspond to board member responses.

**SUMMARY**  
**GOVERNANCE COMMITTEE**  
**Confidential 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			

Name of Agency: Onondaga Civic Development Corporation, Governance Committee

Date Completed: December 21, 2012

\* Numbers correspond to board member responses.

## **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 principals 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 dependant 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 March 14, 2013 meeting.

<b>FISCAL YEAR 2012 REPORT ON INTERNAL CONTROLS</b>			
<b>CORPORATION ACTION</b>	<b>CONTROL</b>	<b>CONTROL PROCESS</b>	<b>FINDING</b>
<b>Corporation Capital Projects</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> <li>Corporation Handbook - Reference Material for Board</li> </ul>	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

### Four-Year Financial Report

OCDC Budget					
<b>A. Corporation/OED Operational Expenses</b>	<b>2012 Actual</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Onondaga County Contract	\$139,024	\$162,378	\$178,616	\$189,333	\$200,693
Marketing	\$6,342	\$29,200	\$30,076	\$30,978	\$31,908
Legal Services	\$8,692	\$12,000	\$12,000	\$12,000	\$12,000
Accounting Services	\$0	\$500	\$500	\$500	\$500
Annual Audit	\$4,500	\$4,900	\$5,047	\$5,198	\$5,354
Public Hearing Notices	\$870	\$750	\$750	\$750	\$750
Meeting Expenses	\$1,762	\$750	\$750	\$750	\$750
Board Training	\$0	\$1,000	\$1,000	\$1,000	\$1,000
Rent	\$118,694	\$119,070	\$122,642	\$126,321	\$130,111
Insurance (D&O and Business Owner Policy)	\$3,694	\$3,800	\$3,914	\$4,031	\$4,152
<b>Sub-Total Operational Expenses</b>	<b>\$283,579</b>	<b>\$334,348</b>	<b>\$355,295</b>	<b>\$370,862</b>	<b>\$387,218</b>
<b>B. Corporation Program Expenses</b>					
Economic Growth Program	\$145,815	\$450,000	\$400,000	\$350,000	\$300,000
<b>Sub-Total Program Expenses</b>	<b>\$145,815</b>	<b>\$450,000</b>	<b>\$400,000</b>	<b>\$350,000</b>	<b>\$300,000</b>
<b>Total Operational and Program Expenses</b>	<b>\$429,394</b>	<b>\$784,348</b>	<b>\$755,295</b>	<b>\$720,862</b>	<b>\$687,218</b>
<b>II. Revenue</b>					
Project Fees	\$1,497,525	\$300,000	\$300,000	\$300,000	\$300,000
Interest Income	\$3,470	\$10,000	\$8,000	\$7,500	\$7,000
<b>Total Revenue</b>	<b>\$1,500,995</b>	<b>\$310,000</b>	<b>\$308,000</b>	<b>\$307,500</b>	<b>\$307,000</b>
<b>Projected Gain or Loss</b>	<b>\$1,071,601</b>	<b>(\$474,348)</b>	<b>(\$447,295)</b>	<b>(\$413,362)</b>	<b>(\$380,218)</b>

## Appendix G

### Revenue & Expense Detail

*See Complied Financial Statements for 2012*

## Appendix H

### Assets & Liabilities Detail

*See Complied Financial Statements for 2012*

## Appendix I

### Bond, Legal and Audit Data 2012

Project Name	Bond Amount	Issued FY	Paid FY	Outstanding end of FY
Abby Lane Housing Corp	\$30,000,000.00	\$ -	\$206,980.00	\$29,793,020.00
LeMoyne College	\$25,000,000.00	\$ -	\$ -	\$25,000,000.00
St. Joseph's Hosp. Health Center	\$63,480,000.00	\$ -	\$ 2,539,200.00	\$60,940,800.00
OCC Housing Dev. Corp.	\$11,000,000.00	\$11,000,000.00	\$ -	\$11,000,000.00
Upstate Properties Dev., Inc.	\$32,000,000.00	\$32,000,000.00	\$ -	\$32,000,000.00

## Appendix J

### Pending Litigation

*No pending litigation*

**APPENDIX K**

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

None

**Competitively Bid Professional Services**

<b>Total Amount of Assets and/or Services Paid For By the Corporation in 2012</b>	
<b>Type of Asset/ Service</b>	<b>Amount of Service</b>
Audit Services provided by Grossman St. Amour CPAs	\$4,500
Legal Services provided by Harris Beach , PLLC	\$8,692
Administrative Services provided by Onondaga County Office of Economic Development	\$139,024



## APPENDIX L

### § 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 paid 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.