

ONONDAGA CIVIC DEVELOPMENT CORPORATION

Annual Meeting Minutes

March 14, 2013

The Annual meeting of the Onondaga Civic Development Corporation was held on Thursday, March 14, 2013 333 West Washington Street, Syracuse, New York, 13202, in the large conference room on the first floor.

Matt McAnaney called the meeting to order at 8:24 am with the following:

PRESENT:

Matt McAnaney
Scott Koldin
James Farrell
Thomas Cerio
Dale Sweetland
Cydney Johnson

ABSENT:

Donald Colon

ALSO PRESENT:

Mary Beth Primo, President/CEO
Honora Spillane, Secretary
Kristi Smiley, Treasurer
Karen Doster, Office of Economic Development
Timothy A. Frateschi, OCDC Counsel
Linda McShane, Office of Economic Development
Carolyn May, Office of Economic Development
Mike Lisson, Grossman St. Amour
Kerri Shanahan, Grossman St. Amour
Patrick Mocete, County Legislature
Kathleen Alaimo, Syracuse Label
David Holder, Syracuse Convention & Visitor's Bureau

APPROVAL OF ANNUAL MEETING MINUTES – MARCH 8, 2012

Upon a motion by Dale Sweetland, seconded by Thomas Cerio, the OCDC Board approved the regular meeting minutes of March 8, 2012. Motion was carried unanimously.

ELECTION OF OFFICERS

Upon a motion by Scott Koldin, seconded Thomas Cerio, 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 Cydney Johnson, seconded by James Farrell, 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 2012 ANNUAL AUDIT

Mike Lisson stated that it was a clean audit and they have an unqualified audit opinion consistent with prior years. He stated that there are a few changes in wording of the audit opinion and that is because of the new auditing standards. He stated that there were no problems working with management and they are easy to work with. He stated that there were no findings, compliance issues or significant control deficiencies. He stated that there were a few minor adjustments that they did post but more routine housekeeping type stuff. He stated that all the reports are in there. He stated that the compliance report and investments is clean. He stated that the internal control report is clean and consistent with prior years.

Tim Frateschi stated that the audit committee reviewed the audit, accepted it and is recommending that the full Board accept it also.

Upon a motion by Scott Koldin, seconded by James Farrell, the OCDC Board approved a resolution accepting the 2012 Audit of the Onondaga Civic Development Corporation. Motion was carried unanimously.

REVIEW AND APPROVE GOVERNANCE COMMITTEE REPORT

Cydney Johnson stated that the committee met in December and went through the evaluations, the charter and annual reports. She stated that they were all acceptable to the committee.

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

REVIEW AND APPROVE 2012 ANNUAL REPORT

Mary Beth Primo stated that the Board has been provided with a copy of the Annual Report and the materials. She stated that it is a summary that includes the activities of this Board in the past year along with information about the finances, policies and procedures. She stated that this is something that has to be submitted by the end of the month to the Authorities Budget Office and she is asking for the Board's approval.

Upon a motion by Scott Koldin, seconded by Cydney Johnson the OCDC Board approved a resolution accepting the 2012 Annual Report of the Onondaga Civic Development Corporation. Motion was carried unanimously.

REAPPOINTMENT OF CONTRACTORS

Upon a motion by Dale Sweetland, seconded by James Farrell, the OCDC Board approved a resolution reappointing Harris Beach, PLLC as Counsel; reappointing Hancock & Estabrook; Bond Schoeneck & King; Sarofeen & Arbon; Mackenzie Hughes; and Trespasz & Marquardt as Special Counsel and reappointing Grossman St. Amour CPAs PLLC as Auditor. Motion was carried unanimously.

ACCOUNTS AND SIGNATURE AUTHORIZATION

Kristi Smiley stated that just a reminder that OCDC has a money market and a checking account with M & T. She stated that last month the Board had given her authorization to start moving money into First Niagara for a greater interest rate. She stated that she has been talking with them and getting the paperwork so the Board will see that later in the year. She stated that she will update the Board as the money is moved but as of now all the accounts are in M & T.

Upon a motion by Thomas Cerio, seconded by Cydney Johnson, the OCDC Board approved a resolution authorizing accounts and signature authority. Motion was carried unanimously.

Upon a motion by Dale Sweetland, seconded by Cydney Johnson, the OCDC Board adjourned the meeting at 8:32 am. Motion was carried unanimously.



Honora Spillane, Secretary