

**ONONDAGA CIVIC DEVELOPMENT CORPORATION**  
**Annual Meeting Minutes**  
**March 14, 2014**

The Annual meeting of the Onondaga Civic Development Corporation was held on Thursday, March 14, 2014 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 8:16 am with the following:

**PRESENT:**

Matt McAnaney  
James Farrell  
Dale Sweetland  
Cydney Johnson  
Leonard Manfrates

**ABSENT:**

Scott Koldin

**ALSO PRESENT:**

Julie Cerio, President/CEO  
Honora Spillane, Secretary  
Kristi Smiley, Treasurer  
Karen Doster, Recording Secretary  
Linda McShane, Office of Economic Development  
Christopher Andreucci, Harris Beach  
Mike Lisson, Grossman St. Amour

**APPROVAL OF ANNUAL MEETING MINUTES – March 14, 2013**

Upon a motion by Thomas Bezigian, seconded by James Farrell, the OCDC Board approved the regular meeting minutes of March 14, 2013. Motion was carried unanimously.

**ELECTION OF OFFICERS**

Upon a motion by Cydney Johnson, seconded by James Farrell, the OCDC Board approved a resolution appointing the Officers of the Corporation as follows: Julie Cerio-President/CEO, Honora Spillane-Secretary, Kristi Smiley-Treasurer/CFO, Christopher Cox-Assistant Treasurer, Karen Doster-Recording Secretary, Julie Cerio-Freedom of Information Act Officer and Matthew McAnaney-Freedom of Information Act Appeals Officer. Motion was carried unanimously.

#### APPROVAL OF COMMITTEE MEMBERS

Matt McAnaney asked about the Board vacancy. Honora Spillane stated that the vacancy on the Board is a County Executive appointment so we await the appointment and that person will probably be put on the Finance Committee.

Upon a motion by Thomas Bezigian, seconded by Cydney Johnson, the OCDC Board approved a resolution appoint committee members of the Corporation as follows: Audit Committee-Scott Koldin (Chair) Matthew McAnaney & Thomas Bezigian; Finance Committee-Matthew McAnaney and Leonard Manfrates; Governance Committee-Cydney Johnson (Chair), Matthew McAnaney & James Farrell. Motion was carried unanimously.

#### REVIEW AND APPROVE 2013 ANNUAL AUDIT

Mike Lisson stated that it was a clean audit and uneventful. He stated that there was really only one transaction this year that brought up revenues. He stated that OCDC paid out service type contracts worth almost \$400,000 leaving an ending fund a balance of about \$1,600,000. He stated that it is a very healthy balance. He stated that the biggest transaction discussed was the buy and sell of the nursing home which actually shows up as a mortgage not a receivable on the financial statements. He stated that it passes through OCDC and then to the County ultimately. He stated that it will be on the books for the next 5 year period. He stated that there were no internal control issues identified or discussed. He stated that there were no material weaknesses on internal controls. He stated that management was great to work with and cooperative. He stated that the audit went excellent.

Upon a motion by James Farrell, seconded by Leonard Manfrates, the OCDC Board approved a resolution accepting the 2013 Annual Audit of the Onondaga Civic Development Corporation. Motion was carried unanimously.

#### REVIEW AND APPROVE GOVERNANCE COMMITTEE REPORT

Honora Spillane stated that the Governance Committee met at the end of the year to go through all the self-evaluations and each of the other committees' reviews of their evaluations, the bylaws, charters etc. She stated that this document sums it up.

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

#### REVIEW AND APPROVE 2013 ANNUAL REPORT

Honora Spillane stated that the Annual Report summarizes all of the organizational bylaws, charters, committee work, projects done during the year, anything the Corporation undertook, Board member biographies, and ~~the~~ is a comprehensive overview of 2013. She stated that this is sent to New York State.

Upon a motion by Cydney Johnson, seconded by James Farrell, the OCDC Board approved a resolution accepting the 2013 Annual Report of the Onondaga Civic Development Corporation. Motion was carried unanimously.

#### REAPPOINTMENT OF CONTRACTORS

Upon a motion by James Farrell, seconded by Cydney Johnson, the OCDC Board approved a resolution reappointing Harris Beach, PLLC as Counsel; reappointing Hancock & Estabrook; Hiscock & Barclay, 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 First Niagara should be listed as money was moved to them last year because they had a better rate. She stated that the signature cards are being redone to add Julie

Cerio, Matt McAnaney and Kristi Smiley as signatories. She stated that two signatures are required for checks to go out.

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

Upon a motion by Cydney Johnson, seconded by Leonard Manfrates, the OCDC Board adjourned the meeting at 8:22 am. Motion was carried unanimously.

A handwritten signature in blue ink, appearing to read 'Honora', is written over a horizontal line.

Honora Spillane, Secretary