

ONONDAGA CIVIC DEVELOPMENT CORPORATION
Annual Meeting Minutes
March 12, 2015

The Annual meeting of the Onondaga Civic Development Corporation was held on Thursday, March 12, 2015 333 West Washington Street, Syracuse, New York, 13202, in the large conference room on the first floor.

Cydney Johnson called the meeting to order at 8:07 am with the following:

PRESENT:

Cydney Johnson
James Farrell
Leonard Manfrates
Ravi Raman
Ben Dublin

ABSENT:

Matthew Marko
Alison Miller

ALSO PRESENT:

Honora Spillane, Secretary and 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 Ravi Raman, seconded by Leonard Manfrates, the OCDC Board approved the regular meeting minutes of March 14, 2013. Motion was carried unanimously.

ELECTION OF OFFICERS

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

APPROVAL OF COMMITTEE MEMBERS

Upon a motion by Ravi Raman, seconded by Ben Dublin, the OCDC Board approved a resolution appoint committee members of the Corporation as follows: Audit Committee-Ravi Raman (Chair) Leonard Manfrates & Cydney Johnson; Finance Committee-Alison Miller (Chair), Ben Dublin and Cydney Johnson; Governance Committee-James Farrell (Chair),Matthew Marko and Cydney Johnson. Motion was carried unanimously.

REVIEW AND APPROVE 2014 ANNUAL AUDIT

Mike Lisson stated that have an unmodified opinion and the significant OCDC activities this year were related to project fees coming in from St. Joe's, the Jewish Home and the YMCA which brought in a majority of the revenues. He stated that it left OCDC in a healthy cash position with \$1,900,000. He stated that the books and records are very clean, no internal control issues, no compliance findings and it was a clean audit.

Ravi Raman stated that on the I90 the organizations mission talks about government and businesses and he thought it was only for government and not for profits. Mike Lisson stated that it came directly from the mission statement that is publicized on the website and OCDC can give service contracts or money to any type of businesses. Chris Andreucci stated that OCDC is a not for profit corporation created under 1411 of the Not For Profit Corporation Laws so one of the purposes is to lessen the burden of government however in doing so you can give money to businesses, nonprofits and for profits. He stated that the Certificate of Incorporation does not limit OCDC nor do the bylaws.

Upon a motion by Leonard Manfrates, seconded by Ravi Raman, the OCDC Board approved a resolution accepting the 2014 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 Report is a summary of the activity of the Governance Committee which reviews all the other committee's at the end of the year for PAAA purposes.

Upon a motion by Ravi Raman, seconded by Leonard Manfrates, the OCDC Board approved a resolution accepting the report of the Governance Committee. Motion was carried unanimously.

REVIEW AND APPROVE 2014 ANNUAL REPORT

Honora Spillane stated that the Annual Report includes everything you would want to know about OCDC including every meeting, who came, what we did, bylaws, statutory authorization, board members, board biographies and financial statements.

Upon a motion by Leonard Manfrates, seconded by Ravi Raman, the OCDC Board approved a resolution accepting the 2014 Annual Report of the Onondaga Civic Development Corporation. Motion was carried unanimously.

REAPPOINTMENT OF CONTRACTORS

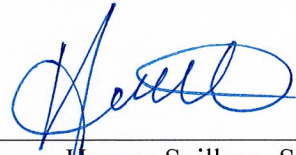
Upon a motion by Ravi Raman, seconded by Leonard Manfrates, the OCDC Board approved a resolution reappointing Harris Beach, PLLC as Counsel; reappointing Hancock & Estabrook; Hiscock & Barclay, Bond Schoeneck & King; Sarofeen & Arbon; Mackenzie Hughes; and Trespasz & Marquardt as Special Counsel and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

ACCOUNTS AND SIGNATURE AUTHORIZATION

Honora Spillane stated that the resolution is confirming Cydney Johnson, Julie Cerio and Honora Spillane have signature authority.

Upon a motion by Leonard Manfrates, seconded by Ben Dublin, the OCDC Board approved a resolution authorizing accounts and signature authority. Motion was carried unanimously.

Upon a motion by Leonard Manfrates, seconded by Ravi Raman, the OCDC Board adjourned the meeting at 8:17 am. Motion was carried unanimously.



Honora Spillane, Secretary