

ONONDAGA CIVIC DEVELOPMENT CORPORATION
Annual Meeting Minutes
March 10, 2016

The Annual meeting of the Onondaga Civic Development Corporation was held on Thursday, March 10, 2016 333 West Washington Street, Syracuse, New York, 13202, in the large conference room on the first floor.

Ben Dublin called the meeting to order at 8:07 am with the following:

PRESENT:

Ben Dublin
Leonard Manfrates
Ravi Raman
Matt Marko

ABSENT:

Alison Miller
Dennis Duval

ALSO PRESENT:

Julie Cerio,
Honora Spillane, Secretary and Treasurer
Steve Coker,
Karen Doster, Recording Secretary
Rachel Endries, Harris Beach
Mike Lisson, Grossman St. Amour

APPROVAL OF ANNUAL MEETING MINUTES – MARCH 12, 2015

Upon a motion by Matthew Marko, seconded by Ravi Raman, the OCDC Board approved the regular meeting minutes of March 12, 2015. Motion was carried unanimously.

ELECTION OF OFFICERS

Upon a motion by Ravi Raman, seconded by Michael LaFlair, the OCDC Board approved a resolution appointing the Officers of the Corporation as follows: Julie Cerio-President/CEO, Steven Coker-Secretary, TBD-Treasurer/CFO, Christopher Cox-Assistant Treasurer, Karen Doster-Recording Secretary, Julie Cerio-Freedom of Information Act Officer, Benjamin Dublin-Freedom of Information Act Appeals Officer an Steven Coker-Public Hearing Officer. Motion was carried unanimously.

APPROVAL OF COMMITTEE MEMBERS

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

REVIEW AND APPROVE 2015 ANNUAL AUDIT

Ben Dublin stated the Audit Committee went through the Audit presentation and voted to present to the Board.

Mike Lisson stated it was a great audit, unmodified opinion, clean audit, no internal control issues, findings, problems or compliance issues. He stated the team has done an excellent job over the years and he has been OCDC's auditor for a number of years. He stated the entity has gotten much more complex with some additional operations but overall an excellent year and audit report.

Upon a motion by Matthew Marko, seconded by Leonard Manfrates, the OCDC Board approved a resolution accepting the 2015 Annual Audit of the Onondaga Civic Development Corporation. Motion was carried unanimously.

REVIEW AND APPROVE GOVERNANCE COMMITTEE REPORT

Honora Spillane stated the Governance Committee met at the end of the year to review the committee's activities over the course of the year and is included with the recordings to the State.

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

REVIEW AND APPROVE 2015 ANNUAL REPORT

Honora Spillane stated this is a required reporting for NYS which compiles all the activities for this year and includes rules, regulations, bylaws attendance and summaries of activities.

Upon a motion by Leonard Manfrates, seconded by Michael LaFlair, the OCDC Board approved a resolution accepting the 2015 Annual Report of the Onondaga Civic Development Corporation. Motion was carried unanimously.

REAPPOINTMENT OF CONTRACTORS

Upon a motion by Leonard Manfrates, seconded by Matthew Marko, the OCDC Board approved a resolution reappointing Harris Beach as Counsel. Motion was carried unanimously.

Matthew Marko asked if the listed special counsel will be directed at what their expertise is. Honora Spillane stated it is a list of firms that responded to the RFP but were not selected.

Upon a motion by Leonard Manfrates, seconded by Michael LaFlair, the OCDC Board approved a resolution reappointing Hancock & Estabrook; Barclay Damon; Bond, Schoeneck & King; Sarofeen & Arbon; Mackenzie Hughes; and Trespasz & Marquardt as Special Counsel. Motion was carried unanimously.

Upon a motion by Leonard Manfrates, seconded by Michael LaFlair, the OCDC Board approved a resolution reappointing Grossman St. Amour CPAs PLLC as Auditor. Motion was carried unanimously.

ACCOUNTS AND SIGNATURE AUTHORIZATION

Ben Dublin asked who the signatories are. Honora Spillane stated the Treasurer, the CEO and the Chair.

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

Upon a motion by Matthew Marko, seconded by Ravi Raman, the OCDC Board adjourned the meeting at 8:10 am. Motion was carried unanimously.



Brian M. Bartlett, Secretary