

OPERATION OSWEGO COUNTY, INC.
BOARD OF DIRECTORS MEETING
Lake Ontario Event and Conference Center
26 East First Street, Oswego, New York
March 18, 2019

PRESENT:

ANDERSON
BATEMAN
BEHLING
EGAN
GRECO

HARDY
JOYCE
MERVINE
PETER-CLARK
SHARKEY IV

SOLAZZO
TASCARELLA
TUCKER
TURNER

Ex-Officio: Gary Toth

Counsel: Kevin Caraccioli, Esq.

Staff: Treadwell, LaMontagne, Wheelock, LiVoti and Woolson

Guests: Christina Ondrako

President Bateman called the meeting to order at 3:03 p.m. at 26 East First Street in Oswego. President Bateman reported that the Notice of the Meeting was posted in the Palladium Times on March 7, 2019.

President Bateman listed the items in the Consent Agenda and asked if there were any reports in the Consent Agenda that anyone would like pulled out for further discussion. There were none.

CONSENT AGENDA

On a motion by Mr. Turner, seconded by Mr. Anderson, the Consent Agenda Items were approved, as follows: Board of Directors Minutes of December 17, 2018; Executive Committee Minutes of January 24, 2019; and Real Estate Development Committee Minutes of January 9, 2019.

Grossman St. Amour, CPAs PLLC

Christina Ondrako gave a presentation on OOC's Audit for Fiscal Year End 12/31/2018. Following a discussion, **on a motion by Mr. Mervine, seconded by Mr. Behling, the OOC Audit Report for 2018 was unanimously approved.**

Financial Statements

Treasurer Joyce reviewed the Financial Statements for OOC Foundation, Inc. for December 2018. **On a motion by Mr. Tascarella, seconded by Mr. Egan, the Financial Statements for October through December 2018, were approved.**

Disposition of Property Guidelines

Mr. Caraccioli reported the requirement for annual review and re-affirmation of the Disposition of Property Guidelines, as reviewed and recommended by the Executive Committee. **On a motion by Mr. Mervine, seconded by Ms. Clark, the Disposition of Property Guidelines was unanimously re-affirmed.** Copy attached.

Governance Committee Charter

Mr. Caraccioli reported the requirement for annual review and re-affirmation of the Governance Committee Charter, as reviewed and recommended by the Executive Committee. **On a motion by Mr. Greco, seconded by Ms. Tucker, the Governance Committee Charter was unanimously re-affirmed.** Copy attached.

2018 Fund Drive

Ms. LiVoti gave an overview of the 2018 Fund Drive, noting 86% Board participation. She noted it was an average year and reported some of the expenditures from the Fund Drive.

SBA 504 Loan Report

Mr. LaMontagne gave an overview of the open/active SBA 504 Loans that have been approved.

Mr. LaMontagne reported cost overruns on the iFreeze, Inc. project approved by SBA on 12/13/18 for \$1.5 million debenture. **On a motion by Mr. Mervine, seconded by Mr. Turner, it was approved to increase the 504 debenture amount to an amount not to exceed \$1.9 million.**

USDA IRP Program

Mr. Treadwell reported on the IDA Loan Program with the USDA, noting that approval was recently received for a second IRP Loan Program.

Economic Development Projects

Mr. Treadwell gave an update on the following projects: Litatro Building, LLC, The Maples Assisted Living Facility, LLC, iFreeze, Inc., Page Material Management, LLC, LeRoi, Inc., 22 Crossroads, LLC, Nestle Development Site/Spec Building Initiative, Sunoco/Attis Industries, Richland Solar I, LLC, EJ USA, and Northland Filter International.

CFA/DRI 2019

Mr. Treadwell reported that OOC was again asked to host the Informational Forum for CFA applications. The forum is scheduled for April 4th at 10 am at the Lake Ontario Event and Conference Center. He noted this round would be similar to last year with applications due around July. The 4th round of DRI would also be coming up soon. Last year applications from Oswego County included Fulton and Phoenix.

ADJOURNMENT

On a motion by Mr. Mervine, seconded by Mr. Solazzo, the meeting was adjourned at 4:45 p.m.

Respectfully submitted,

Eric Behling
Secretary

OPERATION OSWEGO COUNTY, INC. DISPOSITION OF PROPERTY GUIDELINES

1. PURPOSE AND CONTROLLING LEGISLATION.

1.1 The Public Authorities Accountability Act of 2005, and the Public Authorities Reform Act of 2009 requires the Organization to adopt by resolution comprehensive Guidelines which detail the Organization's operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the Disposal of Property and designate a Contracting Officer with responsibility for compliance with, and enforcement of these Guidelines.

1.2 These Guidelines are intended to be consistent with and shall be construed in accordance with the Act and the Organization's By-Laws. The Organization shall Dispose of its Property in accordance with these Guidelines, the Act and the Organization's By-Laws.

1.3 The Act requires the Organization to establish Guidelines to ensure that the Organization shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Organization and under its control;
- (ii) periodically inventory such Property to determine which property shall be disposed of;
- (iii) produce a written report of such Property in accordance with the Act; and
- (iv) Dispose of such Property as promptly as possible in accordance with the Act.

2. **DEFINITIONS.** As used herein, the following terms shall have the meaning set forth below.

2.1 "*Act*" shall mean Title 5-A of the New York Public Authorities Law, as amended from time to time.

2.2 "*Commissioner of General Services*" shall mean the Commissioner of the New York State Office of General Services.

2.3 "*Contracting Officer*" shall mean the officer or employee of the Organization who shall be appointed by Organization resolution to be responsible for the Disposal of Property. Unless otherwise designated by resolution, the Executive Director shall serve as the Contracting Officer.

- 2.4 “Dispose” or “Disposal” shall mean transfer of title or any other beneficial interest in Property in accordance with these Guidelines and Section 2897 of the Public Authorities Law, as amended from time to time.
- 2.5 “Guidelines” shall mean these Guidelines, as amended from time to time by Organization resolution.
- 2.6 “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and an inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.
- 2.7 “Organization” shall mean Operation Oswego County, Inc.

3. DUTIES OF CONTRACTING OFFICER.

Except as otherwise provided herein and in the Act, the Contracting Officer shall have supervision and direction over the Disposal of Property of the Organization and be responsible for compliance by the Organization with, and enforcement of, these Guidelines. The Organization shall have the right to Dispose of its Property for any valid corporate purpose.

4. ORGANIZATION PROPERTY.

4.1 Custody and Control of Organization Property.

The custody and control of Organization Property, pending its Disposal, and the Disposal of such Property, shall be performed by the Organization or by the Commissioner of General Services when so authorized under the Act and these Guidelines.

4.2 Disposal of Organization Property.

- (i) Fair Market Value. The Organization may Dispose of its Property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Organization by resolution deems property under the Act and the Organization’s By-Laws as implemented by these Guidelines, provided, however, except in compliance with all applicable law, no disposition of real Property, any interest in real Property, or any other Property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such Property has been made by an independent appraiser and included in the Organization’s record of the transaction.
- (ii) Disposal by Commissioner of General Services. When the Organization shall have deemed that Disposal of any of the Organization’s Property by the Commissioner of General Services will be advantageous to the Organization and the State of New York, the Organization may enter into an agreement with the

Commissioner of General Services pursuant to which said Commissioner may Dispose of Property of the Organization under terms and conditions agreed to by the Organization and the Commissioner. In Disposing of any such Property, the Commissioner shall be bound by the terms hereof and references to the Contracting Officer shall be deemed to refer to the Commissioner of General Services.

(iii) Public Advertising Required.

(A) All Disposals or contracts for Disposal of Property of the Organization shall be made after publicly advertising for bids except as provided in Section 4.2(iv).

(B) Whenever public advertising for bids is required under this Section 4.2(iii):

(1) the advertising for bids shall be made at such time prior to the Disposal or contract for Disposal through such methods, and on such terms and conditions as the Contracting Officer determines will permit full and free competition consistent with the value and nature of the Organization's Property proposed for Disposal;

(2) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(3) the award shall be made by the Contracting officer on behalf of the Organization with reasonable promptness by the notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Organization taking into consideration, price and other factors; provided that all bids may be reject when the Organization determines it is in the public interest to do so.

(iv) Exception to Public Advertising.

(A) Disposal and contracts for Disposal of Property may be negotiated or made by public auction without regard to Sections 4.2(iii) but subject to obtaining such competition as the Contracting Officer determines to be feasible under the circumstances, if:

(1) the personal Property involved is of a nature and quantity which, if Disposed of under Sections 4.2(iii), would adversely affect the State or local market for such Property, and the estimated fair market value of such Property and other satisfactory terms of

Disposal can in the opinion of the Board be obtained by negotiation; or

- (2) the fair market value of the Property does not exceed \$15,000; or
- (3) bid prices after advertising therefore and are not reasonable, either as to all or some part of the Property, or have not been independently arrived at in open competition; or
- (4) the Disposal will be to the State or any political subdivision and the estimated fair market value of the Property and other satisfactory terms of Disposal are obtained by negotiation; or
- (5)
 - (a) the Disposal is for an amount less than the estimated fair market value of the Property; and
 - (b) the terms of such Disposal are obtained by public auction or negotiation; and
 - (c) the Disposal of the Property is intended to further the public health, safety or welfare or an economic development interest of the Agency, the state or a political subdivision of the State (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the Organization's By-Laws permit); and
 - (d) the purpose and the terms of such Disposal are documented in writing and approved by resolution of the Organization; or
- (6) such action is otherwise authorized by law.

(B) An explanatory statement shall be prepared by the Contracting Officer of the circumstances of each Disposal by negotiation of:

- (a) any personal Property which has an estimated fair market value in excess of \$15,000;

- (b) any personal Property that has an estimated fair market value in excess of \$100,000, except that any real Property Disposed of by lease or exchange shall only be subject to clauses (c) through (e) of this subparagraph.
- (c) any real Property Disposed of by lease for a term of five years or less, if the estimated fair annual rent is in excess of \$100,000 for any such years;
- (d) any real Property Disposed of by lease for a term of more than five years, if the total estimated rent over the term of the lease is in excess of \$100,000; or
- (e) any real Property or real and related personal Property Disposed of by exchange, regardless of value, or any Property any part of the consideration for which is real Property.

(C) Each such explanatory statement shall be transmitted to the Comptroller of the State, the Director of Budget of the State, the Commissioner of General Services and the New York Legislature, not less than ninety (90) days in advance of such Disposal, and a copy thereof shall be retained in the files of the Organization.

5. REPORTS.

5.1 The Organization shall publish, not less frequently than annually, a report listing all Property of the Organization. Such report shall consist of a list and full description of all real and personal Property Disposed of during such period. The report shall contain the price received by the Organization and the name of the purchaser for all such Property Disposed of by the Organization during such period.

5.2 The Organization shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature.

6. ANNUAL REVIEW AND AMENDMENTS OF GUIDELINES.

The Guidelines are subject to modification and amendments at the discretion of the Organization in accordance with the Act and Organization's By-Laws. On or before March 31 of each year, the Organization shall review and approve the Guidelines annually including the name of the Contracting Officer. On or before March 31st of each year, the Guidelines most recently reviewed and approved shall be filed with the Comptroller of the State, posted on the Organization's website and maintained on the Organization's website until guidelines for the following year or amended guidelines are posted.

7. APPROVAL.

This Policy has been reviewed and approved by the Executive/Governance Committee at its meeting held on January 24, 2019, and ratified by the Board of Directors at its meeting held on March 18, 2019.

Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC. GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors for Operation Oswego County, Inc. (the Organization), a not-for-profit corporation established under the laws of the State of New York, on this 27th day of February, 2017.

I. Purpose

Pursuant to Article IV, Section 1(c) of the Organization's By-Laws, the purpose of the governance committee is to assist the Board by:

- A. Keeping the Board informed of current best practices in corporate governance;
- B. Reviewing corporate governance trends for their applicability to the Operation Oswego County, Inc.;
- C. Updating the Operation Oswego County, Inc.'s corporate governance principles and governance practices; and
- D. Advising those responsible for nominating directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

II. Powers of the Governance Committee

The Organization's Board has delegated to the governance committee the power and Organization necessary to discharge its duties, including the right to:

- A. Meet with and obtain any information it may require from Organization staff.
- B. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- C. Solicit, at the Organization's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the Organization to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

III. Composition and Selection

- A. The membership of the committee shall be composed of the members of the Organization's Executive Committee as set forth in accordance with and pursuant to Article IV, Section 1(a) of the Organization's By-Laws.
- B. Governance committee members shall be prohibited from being an employee of the Organization or an immediate family member of an employee of the Organization. In addition, governance committee members shall not engage in any private business transactions with the Organization or receive compensation from any private entity that has material business relationships with the Organization, or be an immediate family member of an individual that engages in private business transactions with the Organization or receives compensation from an entity that has material business relationships with the Organization without first disclosing the nature of the business transaction or material business relationship with the Organization, and thereafter following the Organization's Conflict of Interest Policy with respect to any action taken by the member that negatively impacts the Organization or otherwise inures to the benefit of the member in a manner contrary to the provisions contained in the Organization's Conflict of Interest Policy.
- C. The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

IV. Committee Structure and Meetings

- A. The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person or via telephone or videoconference.
- B. Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

V. Reports

The governance committee shall:

- A. Report its actions and recommendations to the Board at the next regular meeting of the Board.
- B. Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.

- C. Provide a self-evaluation of the governance committee's functions on an annual basis.

VI. Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Organization's Board; (b) evaluation of the Organization's policies; and (c) other miscellaneous issues.

VII. Relationship to the Organization's Board

- A. The Organization Board has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:
 - 1. Develop the Organization's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
 - 2. Develop the competencies and personal attributes required of Directors to assist those authorized to nominate members to the Board in identifying qualified individuals.
- B. In addition, the governance committee shall:
 - 1. Develop and recommend to the Board the number and structure of committees to be created by the Board.
 - 2. Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
 - 3. Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Organization's governance process.

VIII. Evaluation of the Organization's Policies

The governance committee shall:

- A. Develop, review on a regular basis, and update as necessary the Organization's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

- B. Develop and recommend to the Board any required revisions to the Organization's written policies regarding the protection of whistleblowers from retaliation.
- C. Develop and recommend to the Board any required revisions to the Organization's equal opportunity and affirmative action policies.
- D. Develop and recommend to the Board any required updates on the Organization's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Organization's procurement process.
- E. Develop and recommend to the Board any required updates on the Organization's written policies regarding the disposition of real and personal property.
- F. Develop and recommend to the Board any other policies or documents relating to the governance of the Organization, including rules and procedures for conducting the business of the Organization's Board, such as the Organization's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

IX. Other Responsibilities

The governance committee shall:

- A. Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.
- B. Serve as a subcommittee composed of the President, Vice-President, Secretary and Treasurer who shall serve as the Personnel Committee and charged with reviewing on an annual basis the compensation and benefits of the Executive Director and staff of the Organization.

X. Approval.

This Charter has been reviewed and approved by the Executive/Governance Committee at its meeting held on January 24, 2019, and ratified by the Board of Directors at its meeting held on March 18, 2019.

Eric Behling
Secretary

[END OF CHARTER]