

OPERATION OSWEGO COUNTY, INC.
BOARD OF DIRECTORS MEETING
Lake Ontario Event and Conference Center
26 East First Street, Oswego, New York
December 17, 2018

PRESENT:

ANDERSON
BATEMAN
BEHLING
CULLINAN
EGAN
GALLOWAY

GLASS
GRECO
HARDY
HOLST
JOYCE
MERVINE

PETER-CLARK
RANSOM
SHARKEY IV
SOLAZZO
TASCARELLA
TURNER

Ex-Officio: Tim Stahl and Gary Toth

Counsel: Kevin Caraccioli, Esq.

Staff: Treadwell, LaMontagne, Wheelock, LiVoti, Woolson and Perwitz

Guests: Jean Everett and Sue Katzoff

President Bateman called the meeting to order at 3:00 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 November 29, 2018.

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. Egan, seconded by Mr. Anderson, the Consent Agenda Items were approved, as follows: Board of Directors Minutes of September 17, 2018; Executive Committee Minutes of November 15, 2018; Real Estate Development Committee Minutes of November 15, 2018; and Marketing & Development Committee Minutes of October 24, 2018.

Financials

Treasurer Joyce reviewed the Operation Oswego County, Inc. Financial Statements for July through September 2018 and the Operation Oswego County Foundation, Inc. Financial Statements for July through September 2018. **On a motion by Mr. Ransom, seconded by Mr. Galloway, the OOC Financial Statements for July, August and September 2018 and OOC Foundation Financial Statements for July, August and September 2018 were unanimously approved.**

Opportunity Zones Overview

Jean Everett and Susan Katzoff of Bousquet Holstein PLLC gave an overview of the Opportunity Zones program in Oswego County. Following a discussion, President Bateman thanked them for the information.

2018 Fund Drive

Ms. LiVoti gave an update on the 2018 Fund Drive, which is at 53% of the goal with 68% of the Board contributing.

SBA 504

Mr. LaMontagne gave a brief overview of the iFeeze Project. **On a motion by Mr. Greco, seconded by Mr. Mervine, it was approved to submit an application to the U.S. Small Business Administration and the sale of a debenture in an amount not to exceed \$1,700,000 for the iFreeze, Inc. Project.** Mr. Tascarella abstained.

Mr. Caraccioli praised Mr. LaMontagne and the staff for the preparation of this application, which will be the second largest SBA loan in OOC's history.

Conflict of Interest Policy

Mr. Caraccioli reported that there were no changes to this policy, which requires an annual review and approval. **On a motion by Mr. Mervine, seconded by Mr. Turner, the Conflict of Interest Policy was unanimously approved.** Policy is attached. Annual Statements were provided and are required to be signed by each Board Member.

Procurement Policy

Mr. Caraccioli reported that there were no changes to this policy, which requires an annual review and approval. **On a motion by Mr. Mervine, seconded by Mr. Turner, the Procurement Policy was unanimously approved.** Policy is attached.

Use of Discretionary Funds Policy

Mr. Caraccioli reported that there were no changes to this policy, which requires an annual review and approval. **On a motion by Mr. Mervine, seconded by Mr. Turner, the Use of Discretionary Funds Policy was unanimously approved.** Policy is attached.

2019 Action Plan

Mr. Treadwell gave an overview of the 2019 Action Plan, with a few corrections to the budget, as approved by the County Legislature. **On a motion by Mr. Galloway, seconded by Mr. Tascarella, the 2019 Action Plan, with corrections, was unanimously approved.**

Amendment Agreement

Mr. Treadwell reviewed the 5-county Federal RLF, created in 1989 with matching funds and administered by the Central NY Enterprise Development Corporation, an affiliate of the CNY RPDB. Mr. Treadwell noted that the Amendment Agreement provides for the allowance of interest to be used for administration. **On a motion by Mr. Tascarella, seconded by Mr. Egan, a resolution was approved authorizing the amendment agreement for the Federal Revolving Loan Fund.**

Summary Results of Confidential Evaluation of Board Performance

President Bateman reviewed the report and thanked those who participated and invited a discussion. Evaluations for the last 2 or 3 years have been fairly consistent and about 75% were returned.

Economic Development in Oswego County

Mr. Treadwell gave a review of the presentation made to the County Legislature on Economic Development in November.

The Next Great Idea

Mr. Wheelock gave an update on the 2018 NGI program, announcing Wired Telcom as the winner. Six of the seven finalists are still moving ahead with their plans. He noted that the meetings for the 2020 competition will begin in early 2019.

ADJOURNMENT

On a motion by Mr. Behling, seconded by Mr. Anderson, the meeting was adjourned at 4:50 p.m.

Respectfully submitted,

Eric Behling
Secretary

OPERATION OSWEGO COUNTY, INC.

CONFLICT OF INTEREST POLICY

Article I – Purpose

The purpose of the conflict of interest policy is to protect the Operation Oswego County, Inc.'s (OOC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the OOC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which OOC has a transaction or arrangement,
- b. A compensation arrangement with OOC or with any entity or individual with which OOC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual which OOC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing body or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether OOC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in OOC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the members, response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from OOC for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OOC for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OOC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

Article VII – Periodic Reviews

To ensure OOC operates in a manner consistent with its corporate purposes and does not engage in activities that could jeopardize its tax status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to OOC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This Policy has been reviewed and approved by the Executive/Governance Committee at its meeting held on November 15, 2018, and the Board of Directors at its meeting held on December 17, 2018.

Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

PROCUREMENT POLICY

Adopted the 2nd day of December, 2015

SECTION 1. INTRODUCTION.

(A) Scope. In accordance with Article 18-A of the General Municipal Law (the “Act”), Section 104-b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, OPERATION OSWEGO COUNTY, INC. (the “Organization”) is required adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the General Municipal Law and paid for by the Organization for its own use and account.

(B) Purpose. Pursuant to Section 104-b of the General Municipal Law, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

SECTION 2. PROCUREMENT POLICY.

(A) Determination Required. Prior to commencing any procurement of goods and services, the Executive Director or an authorized designee shall prepare a written statement setting forth the basis for (1) the determination that competitive bidding is not required for such procurement, and if applicable (2) the determination that such procurement is not subject to any requirements set forth in this policy. Such written statements shall be maintained by the Executive Director or such authorized designee in a specially designated procurement file.

(B) Procedure for determining whether Procurements are subject to Competitive Bidding. The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:

(1) The Executive Director or an authorized designee shall make the initial determination as to whether competitive bidding is required. This determination will be based on Section 103 of the General Municipal Law which requires competitive bidding for expenditures of (a) more than \$35,000 for the performance of any public works contract (services, labor or construction), and (b) more than \$20,000 for any purchase contract (acquisition of commodities, materials, supplies or equipment).

(2) The Executive Director or such authorized designee shall review the purchase request against prior years' expenditures and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above competitive bidding procedures shall be followed for said expenditure.

(3) The Executive Director or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Organization's Counsel.

(C) Methods of Competition to be used for Non-Bid Procurements and Procurements Exempt by Statute. Alternative proposals or quotations for goods and services shall be secured by use of written requests for proposals or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section except for items excepted herein (see 7 below) or procurements made pursuant to:

- (1) General Municipal Law Section 103 (3) (through county contracts), or
- (2) General Municipal Law Section 104 (through state contracts), or
- (3) State Finance Law, Section 175-b (from agencies for the blind or severely handicapped), or
- (4) Correction Law, Section 186 (articles manufactured in correctional institutions).

(D) Procedures for the Purchase of Commodities, Equipment or Goods under \$20,000.

- (1) **Up to \$1,000:** The discretion of the Executive Director or authorized designee.
- (2) **\$1,001 - \$10,000:** Documented verbal quotations from at least three vendors.
- (3) **\$10,001 - \$20,000:** Written/fax quotations from at least three vendors.

(E) Procedures for the Purchase of Public Works or Services under \$35,000.

- (1) **Up to \$10,000:** The discretion of the Executive Director or authorized designee.
- (2) **\$10,001 - \$20,000:** Documented verbal quotations from at least three vendors.
- (3) **\$20,001 - \$35,000:** Written/fax quotations from at least three vendors.

(F) Basis for the Award of Contracts. Contracts will be awarded to the lowest responsible vendor who meets the specifications.

(G) Award to Other than the Lowest Cost Quoted. Circumstances justifying an award to other than the lowest cost quoted include the following:

- (1) Delivery requirements;
- (2) Quality requirements;
- (3) Quality;
- (4) Past vendor performance;

- (5) The unavailability of three or more vendors who are able to quote on a procurement; and
- (6) It may be in the best interests of the Organization to consider only one vendor who has previous expertise with respect to a particular procurement.

(H) Documentation.

(1) For each purchase made the Executive Director or authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.

(2) The basis for any determination that competitive bidding is not required shall be documented, in writing, by the Executive Director or such authorized designee, and filed with the purchase order or contract therefore.

(3) For those items not subject to competitive bidding such as professional services, emergencies, purchased under city contracts or procurements from sole sources, documentation should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:

- (a) a description of the facts giving rise to the emergency and that they meet the statutory criteria; or
- (b) a description of the professional services; or
- (c) written verification of city contracts; or
- (d) opinions of Counsel, if any; or
- (e) a description of sole source items and how such determinations were made.

(4) Whenever an award is made to other than the lowest quote the reasons for doing so shall be set forth in writing and maintained in the procurement file.

(5) Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

(I) Exceptions to Bidding. Exceptions to the foregoing bidding requirements are permitted in the following circumstances:

(1) **Emergency Situation.** An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the Executive Director such emergency shall not be subject to competitive bidding or the procedures stated above.

(2) **Resolution Waiving Bidding Requirements.** The Organization may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

(3) **Sole Source.** Defined as a situation when there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique

benefits, the cost is reasonable for the product offered and there is no competition available. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.

(4) **True Lease.** Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired and price.

(5) **Insurance.** All insurance policies shall be procured in accordance with the following procedures:

(1) Premium less than \$15,000 – documented telephone quotations from at least three agents (if available).

(2) Premium over \$15,001 – written quotations/fax or proposals from at least three agents (if available)

(6) **Professional Services.** This category includes services which require special education and/or training, license to practice or are creative in nature. Examples of professional services are: lawyers, doctors, accountants, engineers, artists, etc.

(J) **Minority and Women Business Enterprises.** The Organization shall comply with all applicable legal requirements relating to the hiring of such businesses.

(K) **Input from members of the Organization.** Comments concerning the procurement policy shall be solicited from the members of the Organization from time to time.

(L) **Annual Review.** The Organization shall annually review its policies and procedures.

(M) **Unintentional Failure to Comply.** The unintentional failure to comply with the provisions of Section 104-b of the General Municipal Law shall not be grounds to void action taken or give rise to a cause of action against the Organization or any officer thereof.

SECTION 3. APPROVAL.

This Policy has been reviewed and approved by the Executive/Governance Committee at its meeting held on November 15, 2018, and the Board of Directors at its meeting held on December 17, 2018.

Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

Use of Discretionary Funds Policy

This Policy is adopted the 14th day of December, 2017, by the unanimous vote of the OPERATION OSWEGO COUNTY, INC., a quorum of its members having been present and voting in the affirmative.

WHEREAS, the Board of the OPERATION OSWEGO COUNTY, INC. must authorize the use of OOC funds; and

WHEREAS, the OOC Board yearly reviews and updates its Mission Statement & Objectives as appropriate; and

WHEREAS, the members of the OOC Board have executed an Acknowledgement of Fiduciary Responsibility;

NOW, THEREFORE, be it

RESOLVED that the Members of the OPERATION OSWEGO COUNTY, INC. establish the following policy regarding the expenditure of OOC discretionary funds:

- 1. General:** The expenditure of OOC funds is to be limited to purposes that are related to and supportive of the mission and authority of the OOC and shall not be spent in support of the private or personal interests or to the benefit of directors, management or staff.
- 2. Expense Reimbursement** – Employees and Board members may be reimbursed for expenses, incurred while carrying out OOC business, including, but not limited to, meals, lodging, mileage, parking, highway tolls. An employee or board member using their own vehicle to conduct OOC business will be reimbursed at the mileage rate established by the County of Oswego Legislature.
- 3. Training/Memberships-** Employees and Board Members are entitled to be reimbursed for training, education and membership fees which are incurred for the purpose of advancing the mission of the OOC. Professional licensing expenses or membership in a Board Member or Employees Professional Organizations are not reimbursable.
- 4. Annual Meeting-** Expenses incurred as a result of attendance at the Annual Meeting of the New York State Economic Development Council shall be reimbursed.
- 5. Prior Board Approval-** Prior Board approval shall be obtained for the incurrence of expenses in excess of \$500.00 for travel and meetings.

Use of Discretionary Funds Policy – Cont.

6. Business Meetings- Payment for Business Meetings, including meals, involving current or prospective projects may be reimbursed.

7. Board Approval – Expenses shall be reimbursed only after review and approval by the Board.

8. Ineligible Expenses- Expenses incurred for the purchase of alcoholic beverages, tobacco products, or expenses incurred on behalf of spouses or friends or guests are not eligible for reimbursement.

This Policy has been reviewed and approved by the Executive/Governance Committee at its meeting held on November 15, 2018, and the Board of Directors at its meeting held on December 17, 2018.

Eric Behling
Secretary