



Onondaga County Industrial Development Agency
333 WEST WASHINGTON STREET, SUITE 130, SYRACUSE, NY 13202
PHONE: 315.435.3770 • FAX: 315.435.3669 • WWW.ONGOVED.COM

ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Governance Committee Meeting Agenda October 13, 2020

8:10AM Call to Order the Meeting of the OCIDA Governance Committee

Approval of the Minutes of the August 11 & September 15, 2020 Meeting of the Committee

ACTION ITEMS

1. Review of Committee Evaluations

The Committee members will review a summary of the Governance, Audit, and Finance committee members' evaluations.

Committee Action Requested: A Resolution of the Committee to transmit the Committees' summary evaluations *with/without comment* to the Agency Board for review and acceptance.

Representative: Nancy Lowery, Secretary

2. Review of Board and Staff Evaluations

The Committee will review summaries of Board and Staff evaluations.

Committee Actions Requested:

A. A Resolution of the Committee to transmit the summary evaluation of the Board *with/without comment* to the Agency Board for review and acceptance.

B. A Resolution of the Committee to transmit the summary evaluation of the Staff *with/without comment* to the Agency Board for review and acceptance.

Representative: Nancy Lowery, Secretary

3. Review of Committee Charters

The Committee members will review the Governance, Audit, and Finance Committees' Charters.

Committee Action Requested: A Resolution of the Committee to transmit the Committee Charters *with/without comment* to the Agency Board for review and acceptance.

Representative: Nancy Lowery, Secretary

4. Annual Report (2020 Fiscal Year)

The Committee members will review the Draft Annual Report of the Governance Committee

Committee Action Requested: A Resolution of the Committee to transmit the Committee's Annual Report *with/without comment* to the Board for review and acceptance.

Representative: Nancy Lowery, Secretary

Adjourn

SUBJECT TO BOARD APPROVAL

Onondaga County Industrial Development Agency
Governance Committee Meeting Minutes
August 11, 2020

The Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, August 11, 2020 via Zoom Teleconference.

Kevin Ryan called the meeting to order at 8:02 am with the following:

PRESENT:

Kevin Ryan
Patrick Hogan
Fanny Villarreal

ALSO PRESENT:

Robert M. Petrovich, Executive Director
Nate Stevens, Treasurer
Nancy Lowery, Secretary
Karen Doster, Recording Secretary
Jeff Davis, Barclay Damon Law Firm
Amanda Mirabito, Barclay Damon Law Firm
Carolyn Evans-Dean, Office of Economic Development
Steve Morgan, OCIDA Board Member
Susan Stanczyk, OCIDA Board Member
Janice Herzog, OCIDA Board Member
Kevin Ryan, OCIDA Board Member
Fanny Villarreal, OCIDA Board Member
Ken Bush, County Legislator
Melissa Clark, Abundant Solar Power

Patrick Hogan shared information as to how the meeting will be conducted in light of COVID-19.

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES – DECEMBER 10, 2019

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Board approved the regular meeting minutes of December 10, 2019. Motion was carried.

UNIFORM TAX EXEMPTION POLICY

Robert Petrovich stated the Governance Committee is going to review, evaluate and make a recommendation to the IDA Board for action at the September 15 meeting.

Nancy Lowery stated staff will be sending the revised UTEP out to the appropriate jurisdictions for comment. Robert Petrovich stated as required.

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution recommending to the full Board adoption of the updated UTEP with changes. Motion was carried.

PROCUREMENT POLICY

Nate Stevens stated staff has reviewed the Procurement Policy and there are no edits.

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Governance Committee approved a resolution recommending to the full Board adoption of the Procurement Policy, the By-Laws and the Structure and Make-up of Board Committees without comment. Motion was carried.

BYLAWS

Robert Petrovich stated staff is recommending no changes.

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution recommending to the full Board adoption of the By-Laws with no changes. Motion was carried.

STRUCTURE AND MAKE UP OF BOARD COMMITTEES

Robert Petrovich stated staff is recommending no changes.

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Governance Committee approved a resolution recommending to the full Board to continue with the three standing committees (Governance, Audit and Finance) with no comment. Motion was carried.

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Board adjourned the meeting at 8:07 am. Motion was carried.

Nancy Lowery, Secretary

SUBJECT TO BOARD APPROVAL

Onondaga County Industrial Development Agency Governance Committee Meeting Minutes September 15, 2020

The Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, September 15, 2020 via Zoom Teleconference.

Kevin Ryan called the meeting to order at 8:07 am with the following:

PRESENT:

Kevin Ryan
Fanny Villarreal

ABSENT:

Patrick Hogan

ALSO PRESENT:

Robert M. Petrovich, Executive Director
Nate Stevens, Treasurer
Nancy Lowery, Secretary
Karen Doster, Recording Secretary
Jeff Davis, Barclay Damon Law Firm
Amanda Mirabito, Barclay Damon Law Firm
Carolyn Evans-Dean, Office of Economic Development
Susan Stanczyk, OCIDA Board Member
Janice Herzog, OCIDA Board Member
Robert Murray, Harris Beach, PLLC

Janice Herzog shared information as to how the meeting will be conducted in light of COVID-19.

UNIFORM TAX EXEMPTION POLICY

Kevin Ryan stated he has reviewed the updated UTEP and thinks it is well done. He asked Fanny Villarreal if she reviewed the UTEP. Fanny Villarreal stated she reviewed the UTEP.

Nancy Lowery stated letters were sent by US postal service as well as electronically to all the taxing jurisdictions. She stated only comment was received and she followed up with that person to answer all their questions. She stated they were satisfied and there is no objection by any of the taxing jurisdictions to the changes to the UTEP.

Kevin Ryan asked who the commenter was. Nancy Lowery stated Supervisor Claude Sykes from Van Buren.

Upon a motion by Fanny Villarreal, seconded by Kevin Ryan, the OCIDA Governance Committee approved a resolution recommending the 2020 revised Uniform Tax Exemption Policy (UTEP) to the full OCIDA Board. Motion was carried.

Upon a motion by Fanny Villarreal, seconded by Kevin Ryan, the OCIDA Board adjourned the meeting at 8:11 am. Motion was carried.

Nancy Lowery, Secretary



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2020 Audit Committee Self-Evaluation SUMMARY

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			



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2020 Finance Committee Self-Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			



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2020 Governance Committee Self-Evaluation SUMMARY

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			



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2020 Board Self-Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Agency.	7			
The policies, practices and decisions of the Board are always consistent with this mission.	7			
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	7			
The Board has adopted policies, by-laws, and practices for the governance, management and operations of the Agency and reviews these annually.	7			
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	7			
Individual Board members communicate effectively with executive staff to be well informed on the status of all-important issues.	7			
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.	7			
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	6	1		
The Board knows the statutory obligations of the Agency and if the Agency is in compliance with state law.	6	1		
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	7			
Board members have sufficient opportunity review material and discuss recommendations before decisions are made and votes taken.	7			
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7			
The Board works with management to implement risk mitigation strategies before problems occur.	6	1		
Board members demonstrate leadership and vision and work respectfully with each other.	7			



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2020 Staff Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Does the staff have an understanding of the mission, duties & responsibilities of the Agency?	7			
Does the staff sufficiently fulfill the Board's administrative duties?	7			
Does the staff provide the Board with the information necessary for the Board to fulfill its duties in a prudent and timely manner?	7			
Does the staff encourage open discussion at Agency meetings by presenting information and responding to inquiries from board members, clearly and openly?	7			
Does the staff acknowledge to the Board a financial or other conflict of interest, as defined in Agency policy, with any project that may come before the Board during a staff member's tenure with the Board?	6	1		
Has each staff member submitted executed copies of each administrative document required of him/her by the County Legislature, State Statute or Regulation, or Board policies?	6	1		



GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Members of the Onondaga County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on the 10th day of January 2008.

Purpose

Pursuant to Article VI, Section 1 of the Agency's bylaws, the purpose of the Governance Committee is to assist the Members by:

- Keeping the Members informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Onondaga County Industrial Development Agency;
- Updating the Onondaga County Industrial Development Agency's corporate governance principles and governance practices; and
- Advising those responsible for appointing Members to the Agency on the skills, qualities and professional or educational experiences necessary to be effective Agency Members.

Powers of the Governance Committee

The Members have delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Agency staff.
- Obtain advice and assistance from outside counsel, accounting and other advisors as the Committee deems necessary.
- Solicit, at the Agency'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 authority to negotiate the terms and conditions of any contractual relationship subject to the Agency's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Members for their approval.

Composition and Selection

The membership of the Committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the Agency's bylaws. The Governance Committee shall be comprised of independent members. The Governance Committee members shall be appointed by, and will serve at the discretion of the Chairman of the Agency. The Chairman may designate one member of the Governance Committee as its Chair. The members shall serve until their resignation, retirement, removal by the Chairman or until their successors shall be appointed and qualified.

Governance Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Governance Committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

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.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members 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 consent of a majority of the members. Minutes of these meetings are to be recorded.

Reports

The Governance Committee shall:

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

- Provide a self-evaluation of the Governance Committee's functions on an annual basis.

Responsibilities

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

Relationship to the Authority's Members

The Members have 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:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Members to assist those authorized to appoint members to the Agency in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Members the number and structure of committees to be created by the Members.
- Develop and provide recommendations to the Members regarding Agency Member education, including new Member orientation and regularly scheduled Agency Member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Members on performance evaluations, including coordination and oversight of such evaluations of the Members, its committees and senior management in the Agency's governance process.

Evaluation of the Agency's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Agency'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.

- Develop and recommend to the Members any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Members any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Members any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.
- Develop and recommend to the Members any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Members any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Members, such as the Agency'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.

Other Responsibilities

The Governance Committee shall:

- Review on an annual basis the compensation and benefits for the Executive Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the Governance Committee charter and provide a self-evaluation of the Governance Committee.



AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Members of the Onondaga County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on the 10th day of January 2008.

Purpose

Pursuant to Article VI, Section 2 of the Agency's bylaws, the purpose of the audit committee shall be to (1) assure that the Agency's Members fulfill their responsibilities for the Agency's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, and the Members.

Powers of the Audit Committee

It shall be the responsibility of the Audit Committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Agency.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Agency employees, all of whom should be directed by the Members to cooperate with committee requests.
- Meet with Agency staff, independent auditors or outside counsel, as necessary.
- Retain, at the Agency's expense, such outside counsel, experts and other advisors, as the Audit Committee may deem appropriate.

Composition of Committee and Selection of Members

The Audit Committee is established as set forth in and pursuant to Article VI, Section 2 of the Agency's bylaws. The Audit Committee shall be comprised of independent members. The Agency's Chairman will appoint the Audit Committee members and the Audit Committee Chair.

Audit Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Audit Committee members shall not engage in any private business transactions with the

Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The Audit Committee shall have access to the services of at least one financial expert.

The Audit Committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of Audit Committee functions.

Meetings

The Audit 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.

Members of the Audit Committee are expected to attend each committee meeting, in person or via telephone or videoconference. The Audit Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The Audit Committee will meet with the Agency's independent auditor at least annually to discuss the financial statements of the Agency.

Meeting agendas will be prepared for every meeting and provided to the Audit Committee members along with briefing materials before the scheduled Audit Committee meeting. The Audit Committee will act only on the affirmative vote of a majority of the members at a meeting or by the consent of a majority of the members. Minutes of these meetings will be recorded.

Responsibilities

The Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) oversight of management's internal controls, compliance and risk assessment practices; (c) special investigations and whistleblower policies; and (d) miscellaneous issues related to the financial practices of the Agency.

A. Independent Auditors and Financial Statements

The Audit Committee shall:

- Appoint, compensate and oversee independent auditors retained by the Agency and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Agency's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Audit Committee. Non-audit services include tasks that directly support the Agency's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Agency, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the Agency's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Controls, Compliance and Risk Assessment

The Audit Committee shall:

- Review management's assessment of the effectiveness of the Agency's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

C. Special Investigations

The Audit Committee shall:

- Ensure that the Agency has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal

activity, conflicts of interest or abuse by the members, officers, or employees of the Agency or any persons having business dealings with the Agency or breaches of internal control.

- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

E. Other Responsibilities of the Audit Committee

The Audit Committee shall:

- Present annually to the Agency's members a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the Committee members' understanding of the role of the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the Committee's charter annually, reassess its adequacy, and recommend any proposed changes to the Members of the Agency. The Audit Committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request member approval for proposed changes.



FINANCE COMMITTEE CHARTER

This Finance Committee Charter was adopted by the Members of the Onondaga County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on this 11th day of February 2010.

Purpose

Pursuant to Article VI, Section 3 of the Agency's bylaws, the purpose of the finance committee shall be to (1) review proposals for the issuance of debt by the Agency; and (2) provide recommendations to the Agency regarding the issuance of debt.

Powers of the Finance Committee

It shall be the responsibility of the Finance Committee to:

- Review proposals for the issuance of debt for the Agency and make recommendations to the Agency regarding the issuance of such debt.
- Seek any information it requires from the Agency and project applicants regarding the proposals for the issuance of debt
- Retain and consult with, at the Agency's expense, such outside counsel, experts and other advisors as the Finance Committee may deem appropriate.

Composition of Committee and Selection of Members

The Finance Committee is established as set forth in and pursuant to Article VI, Section 3 of the Agency's bylaws. The Finance Committee shall be comprised of a minimum of three independent members. The Agency's Chair will appoint the Finance Committee members and the Finance Committee Chair.

Finance Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Finance Committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The members of the Finance Committee shall possess the necessary skills to understand the duties and functions of the Finance Committee. Including an understanding of the types of debt issued by the Agency.

Meetings

The Finance 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.

Members of the Finance Committee are expected to attend each committee meeting, in person or via videoconference. The Finance Committee may invite other individuals, such as members of management, financiers or other technical experts to attend meetings and provide pertinent information, as necessary.

Meeting agendas will be prepared for every meeting and provided to the Finance Committee members along with briefing materials before the scheduled Finance Committee meeting. The Finance Committee will act only on the affirmative vote of a majority of the members at a meeting or by the consent of a majority of the members. Minutes of these meetings will be recorded.

Responsibilities

The Finance Committee shall have responsibilities related to the issuance of debt by the Agency.

The Finance Committee shall:

- Present annually to the Agency's members a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the Committee members' understanding of the issuance of debt by the Agency
- Review the Committee's charter annually, reassess its adequacy, and recommend any proposed changes to the Members of the Agency. The Finance Committee charter will be updated as applicable laws, regulations and standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request member approval for proposed changes.



Onondaga County Industrial Development Agency Governance Committee Annual Report 2020 Fiscal Year

Committee Members & Staff

Kevin Ryan, Committee Chair

Fanny Villarreal

Pat Hogan, Board Chair

Robert M. Petrovich, Executive Director

Nancy Lowery, Secretary

Nate Stevens, Treasurer

Purpose of the Committee

The purpose of the Governance Committee is to keep members informed of current best governance practices, to review corporate governance trends, to update the Agency's corporate governance practices and principals, and to advise on the skills and experience required of potential Agency members.

2020 Meeting Schedule

August 11, 2020

September 15, 2020

October 13, 2020

Fiscal Year 2020

1. Annual Self Evaluation

The Committee conducted a self-evaluation at its October 13, 2020 meeting. It found 0 issues. The Governance Committee will present its self-evaluation to the full Board at the Agency's Annual Meeting, tentatively scheduled for March 11, 2021.

2. Review of Charter

The Committee reviewed the Governance, Audit, and Finance Committee charters on October 13, 2020. It found 0 issues with the charters. The Committee will present its findings to the Agency Board at the Agency's Annual Meeting, tentatively scheduled for March 11, 2021.

3. Disposition of Duties

At the September 15, 2020 meeting of the Committee, the Committee reviewed its Uniform Tax Exemption Policy (UTEP), Bylaws and Procurement Policy. As a result of discussion with staff and as a result of community outreach the UTEP was changed on September 15, 2020.

At the October 13, 2020 meeting of the Committee, it completed its annual review of Board, Committee and Staff self-evaluations, Committee Charters as well as the 2020 Committee annual report.