



ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
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Governance Committee Meeting Agenda August 10, 2021

8:05AM Call to Order of the Meeting of the OCIDA Governance Committee

A. Approval of the Minutes of the October 13, 2020 Meeting of the Committee

ACTION ITEMS

- 1. Uniform Tax Exemption Policy**
The Committee will review and make any recommended changes to the UTEP. The Board will discuss potential changes. **With/without comment**
- 2. Procurement Policy**
The Committee will review and make any recommended changes to the Agency's Procurement Policy. **With/without comment**
- 3. By-laws**
The Committee will review and make any recommended changes to the Agency By-laws. Staff has recommended no changes. **With/without comment**
- 4. Structure and Make-up of Board Committees**
The Committee is required to review and recommend to the Members of the Board, the number and structure of the committees to be created by the Board. Currently, the Agency has three standing committees: Governance, Audit and Finance.
- 5. OCIDA Application for Benefits Review**
The Committee will review the revisions to OCIDA Application for Benefits and make a recommendation to the Board at the next meeting.

Representative: Nancy Lowery, Secretary

Call to Adjourn the Meeting of the OCIDA Governance Committee

Onondaga County Industrial Development Agency
Governance Committee Meeting Minutes
October 13, 2020

The Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, October 13, 2020 at the 333 West Washington Street, Syracuse, New York in the large conference room on the first floor.

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

PRESENT:

Kevin Ryan
Fanny Villarreal
Patrick Hogan

ALSO PRESENT:

Robert M. Petrovich, Executive Director
Nancy Lowery, Secretary
Nate Stevens, Treasurer
Karen Doster, Recording Secretary
Carolyn Evans-Dean, Economic Development
Amanda Mirabito, Barclay Damon Law Firm

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES – AUGUST 11, 2020
& SEPTEMBER 15, 2020

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved the regular meeting minutes of August 11, 2020 and September 15, 2020. Motion was carried.

REVIEW OF COMMITTEE EVALUATIONS

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution to transmit the Committee's summary evaluations without comment to the Agency Board for review and acceptance. Motion was carried.

REVIEW OF BOARD AND STAFF EVALUATIONS

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution to transmit the summary evaluations of the Board and Staff without comment to the Agency Board for review and acceptance. Motion was carried.

REVIEW OF COMMITTEE CHARTERS

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution to transmit the Committee Charters without comment to the Agency Board for review and acceptance. Motion was carried.

ANNUAL REPORT (2020 FISCAL YEAR)

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Governance Committee approved a resolution to transmit the Committee's Annual Report without comment to the Board for review and acceptance. Motion was carried.

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Board adjourned the meeting at 8:10 am. Motion was carried.

Nancy Lowery, Secretary

UNIFORM TAX EXEMPTION POLICY

Drafted February 1994
Readopted March 1999
Amended November 13, 2008
Amended April 9, 2009
Amended June 11, 2009
Amended July 9, 2009
Amended April 14, 2011
Amended September 13, 2011
Amended July 17, 2012
Amended December 11, 2012
Amended July 26, 2013
Amended July 20, 2016
Amended August 20, 2019
Amended September 15, 2020

Section I. Purpose

A. Purpose. Pursuant to Section 874(4) of Article 18-A of the General Municipal Law (the “GML”) of the State of New York (the “State”), the Onondaga County Industrial Development Agency (the “Agency”) hereby establishes a uniform tax exemption policy (“UTEP”) to provide guidelines for the claiming of real property, mortgage recording, and sales and use tax exemptions. The Agency may grant benefits on a case by case basis for a project expected to have significant economic impact on Onondaga County as determined in the sole discretion of the Agency members.

Section II. Real Property Tax Abatements

A. General Policy. The Agency may provide for the provision of real property tax abatements to qualified applicants. The granting of such abatements requires the Agency and the project owner or occupant (the “Company”) to enter into a payment in lieu of taxes agreement (“PILOT”), which provides for payments in lieu of taxes to the taxing jurisdictions generally in an amount less than what the real property taxes would be if the Agency involvement did not cause the project to be tax exempt. The Agency’s standard policy is to provide for payments following a schedule of steadily increasing fixed payments calculated by applying a sliding scale to values determined using current tax rates and the current assessed value of the project.

B. Special Assessments and Levies. No project shall be exempt from special assessments and special ad valorem levies lawfully levied and/or assessed against the project.

C. PILOT Qualification. A project must be engaged in one of the following below

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listed activities to be eligible for a Job Retention, Job Retention with MWBE Enhancement, Job Creation, Job Creation with MWBE Enhancement, or either Repatriation PILOT Scales later detailed in this UTEP. Qualifying activities include: manufacturing, processing, remanufacturing, assembly, warehousing, back office, wholesale, distribution, product research and development, professional/scientific/technical services, tourism, commercial housing or a corporate national or regional headquarters, or an energy project.

D. PILOT Valuation. Payments in lieu of taxes shall be determined pursuant to a written PILOT Agreement between the Agency and the Company. The Company shall pay to the Agency, or its designee, the amount calculated pursuant to the applicable PILOT Agreement. Each PILOT payment shall be allocated among the affected taxing jurisdictions in proportions equal to the percent of real property taxes which would have been received by each affected taxing jurisdiction had the project not been tax exempt. Variations in the proportions shall be done only with the prior written consent of all the affected taxing jurisdictions. Each PILOT agreement shall take effect during the tax year immediately following the taxable status date after the Agency acquires an interest in the project unless otherwise agreed upon by the Agency.

1. PILOT payments shall be equal to the sum of the following:
 - i. Fixed payments, calculated by the Agency, using an estimated current value and current tax rate of the land both as of the date of the application for Project benefits; plus
 - ii. Fixed payments, calculated by the Agency, using an estimated value of the improvements and current tax rate both at the time of the application for Project benefits, which value is then multiplied by the applicable percentage in the applicable PILOT Exemption Scale.

Job Retention PILOT Exemption Scale

The Job Retention PILOT Exemption Scales is available to a Company undertaking a project in Onondaga County where the project goal is to enhance the competitiveness of the Company through strategic investments. For these projects, additional capital investments by the Company are necessary to preserve existing jobs.

Job Retention PILOT Exemption Scale		Job Retention Community Benefit PILOT Exemption Scale	
Year	Exemption %	Year	Exemption %
1	100%	1	100%

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2	90%	2	100%
3	80%	3	100%
4	70%	4	90%
5	60%	5	80%
6	50%	6	70%
7	40%	7	60%
8	30%	8	50%
9	20%	9	40%
10	10%	10	30%
		11	20%
		12	10%

Job Retention PILOT with MWBE Enhancement Exemption Scale

To qualify for an MWBE Enhancement PILOT Exemption Scale, a Company must demonstrate compliance with the MWBE Requirements, as noted below, from the date of project closing to 5 years from project completion. The MWBE enhancement requirements require that at least 15% of the Company's new hires in this time period (i) be minorities and (ii) at least 30% be minorities or women. If the Company can demonstrate this, they are eligible to return to the Agency and request this enhancement to their PILOT exemption scale. The Agency has sole and absolute discretion with granting this request.

**Job Retention PILOT
with MWBE
Enhancement
Exemption Scale**

Year	Exemption %
1	100%
2	90%

**Job Retention and Community
Benefit PILOT with MWBE
Enhancement Exemption Scale**

Year	Exemption %
1	100%
2	100%

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3	80%	3	100%
4	70%	4	90%
5	60%	5	80%
6	50%	6	70%
7	<u>45%</u>	7	<u>65%</u>
8	<u>35%</u>	8	<u>55%</u>
9	<u>25%</u>	9	<u>45%</u>
10	<u>15%</u>	10	<u>35%</u>
		11	20%
		12	10%

Job Creation PILOT Exemption Scale

The Job Creation PILOT Exemption Scale is available to a Company undertaking a project in Onondaga County where the project will create jobs and/or enhance the competitiveness of the Company by creating or expanding a business.

To qualify for the Job Creation PILOT Exemption Scale, the Company must represent that it will create and/or increase employment at the project site by at least 25% for an existing site or increase the applicant's Onondaga County employee headcount by 25%.

Job Creation PILOT Exemption Scale
 (At least 25% increase in total jobs)

Year	Exemption %
1	100%
2	100%
3	90%
4	90%
5	80%
6	80%
7	70%

Job Creation Community Benefit PILOT Exemption Scale
 (At least 25% increase in total jobs)

Year	Exemption %
1	100%
2	100%
3	100%
4	100%
5	90%
6	90%
7	80%

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8	70%	8	80%
9	60%	9	70%
10	60%	10	70%
11	50%	11	60%
12	40%	12	60%
13	30%	13	50%
14	20%	14	40%
15	10%	15	40%
		16	30%
		17	20%
		18	10%

Job Creation PILOT with MWBE Enhancement Exemption Scale

A Project with a Job Creation PILOT exemption scale may qualify for an MWBE Enhancement Exemption Scale if the Company is able to show compliance with the MWBE enhancement requirements from the date of project closing to 5 years from project completion. The MWBE enhancement requirements require that at least 15% of the Company's new hires in this time period (i) be minorities and (ii) at least 30% be minorities or women. If the Company can demonstrate this, the Company is eligible to return to the Agency and request this enhancement to its Exemption Scale. The Agency has sole and absolute discretion regarding this request.

Job Creation PILOT (At least 25% of jobs must be new jobs) with MWBE Enhancement Exemption Scale

Year	Exemption %
1	100%
2	100%
3	90%
4	90%
5	80%
6	80%
7	<u>80%</u>

Job Creation Community Benefit PILOT (At least 25% of jobs must be new jobs) with MWBE Enhancement Exemption Scale

Year	Exemption %
1	100%
2	100%
3	100%
4	100%
5	90%
6	90%
7	<u>85%</u>

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8	<u>80%</u>	8	<u>85%</u>
9	<u>75%</u>	9	<u>75%</u>
10	<u>65%</u>	10	<u>75%</u>
11	50%	11	60%
12	40%	12	60%
13	30%	13	50%
14	20%	14	40%
15	10%	15	40%
		16	30%
		17	20%
		18	10%

Repatriation/Reshoring PILOT Exemption Scale

For exceptionally impactful projects a 30 year PILOT is available. To qualify, projects must meet these three requirements:

1. Development/expansion in a strategically important industry sector as determined by the Agency board in its sole and absolute discretion;
2. Total Project Cost greater than \$250mm; and
3. Job creation greater than 500 full time permanent jobs over 5 years.

For smaller projects a 20 year PILOT is available. The proposed parameters are:

1. Development/expansion in a strategically important industry sector as determined by the Agency board in its sole and absolute discretion;
2. Total Project Cost less than or equal to \$250mm; or,
3. Job creation is less than 500 jobs over 5 years.

Repatriation PILOT Exemption Scale : Total Project Cost exceeds \$250 mm and Job Creation is greater than 500 jobs

Repatriation PILOT Exemption Scale : Total Project Cost is less than or equal to \$250mm or Job Creation is less than 500 jobs

Year	Exemption %
1	100%
2	100%

Year	Exemption %
1	100%
2	100%

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3	100%	3	100%
4	100%	4	100%
5	100%	5	100%
6	100%	6	100%
7	100%	7	100%
8	100%	8	100%
9	100%	9	100%
10	100%	10	100%
11	100%	11	100%
12	100%	12	90%
13	100%	13	80%
14	100%	14	70%
15	100%	15	60%
16	100%	16	50%
17	100%	17	40%
18	100%	18	30%
19	100%	19	20%
20	100%	20	10%
21	100%		
22	90%		
23	80%		
24	70%		
25	60%		
26	50%		
27	40%		
28	30%		
29	20%		

30

10%

E. Community Benefit Incentive PILOT. The Community Benefit Incentive PILOT may offer a more generous PILOT exemption scale to a project that meets one of the following thresholds:

1. Brownfield. The project is a brownfield site as determined by the New York State Department of Environmental Conservation or United States Environmental Protection Agency. Sites located within Brownfield Opportunity Areas may also be considered.

2. Adaptive Reuse. The criteria for “adaptive reuse” is based on the following:

- i. the age of the structure;
- ii. the structure presents a significant structural challenge to redevelopment or presents a significant public safety hazard, as determined by the Agency;
- iii. the structure has been vacant or underutilized for a minimum of 2 years prior to application to the Agency;
- iv. the net increase in the facility’s assessed value after project completion exceeds 30 percent;
- v. the project demonstrates a financial obstacle to development without the Agency’s assistance;
- vi. the project is listed on the State or the National Register of Historic Places; and
- vii. the site or structure is presently delinquent in property tax payments.

3. LEED Certified. The project has received a Gold or Platinum LEED Certification from the US Green Building Council. To accommodate the LEED Certification Commissioning Process without penalizing a project, a project seeking LEED Certification may receive the applicable base PILOT Exemption Scale for up to 2 years after the project is completed and be transitioned for the remaining period to the Community Benefit PILOT Schedule upon receiving LEED Certification. If the project has not received LEED Certification within the 2-year period, the applicable PILOT Exemption Scale will remain in effect for an additional 8 years.

4. Community Benefit Incentive PILOT Valuation.
 - a. PILOT payments shall be equal to the sum of the following:
 - i. Fixed payments, calculated by the Agency, using an estimated current value and current tax rate of the land both as of the date of the application for Project benefits; plus
 - ii. Fixed payments, calculated by the Agency, using an estimated value of the improvements and current tax rate both at the time of the application for Project benefits, which value is then multiplied by the applicable percentage in the Community Benefit Incentive PILOT Exemption Scale.

The Community Benefit Incentive PILOT Exemption Scale are shown on pages 7-G.3, 7-G.4, 7-G.5, and 7-G.6

F. Energy Project PILOT. Because of interest in our community for renewable energy development the Agency may, in its sole and absolute discretion, choose to grant real property, mortgage recording and sales and use tax exemptions to renewable energy projects. The following selection criteria and PILOT structure may be applied by the Agency to renewable energy related projects.

1. Selection Criteria
 - i. Is the project in an underutilized or undesirable/ difficult to develop location? (e.g. landfill, brownfield, distressed land)
 - ii. Is there demand in the area?
 - iii. Is there support from local officials?
 - iv. Does existing infrastructure support the project?
 - v. Does the size of the project warrant a PILOT?
2. PILOT Structure:
 - i. Term: At the Agency's sole and absolute discretion, the term of the PILOT may be extended to accommodate the financing requirements of a project.
 - ii. PILOT Calculation: To estimate the annual PILOT payment, the Agency may use a formula expressed as a dollar value per AC Mega Watt (MW) multiplied by the MW generated to arrive at a PILOT payment to be paid by the Company each year. The Agency will be responsible for determining what the appropriate

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dollar value per MW is for each project. Mathematically, the formula can be expressed as: (AC MW Generated) X (Dollar Value per MW) = Total PILOT Payment for a given year.

G. Apartment Projects. Based on the need in our community for affordable housing for the workforce, the Agency may, in its sole and absolute discretion, choose to grant real property, mortgage recording and sales and use tax exemptions to apartment style housing projects. Apartment Projects real property tax benefits may be granted, in the Agency's sole and absolute discretion, in accordance with the Job Retention or Job Creation Exemption Scale contained in this UTEP. In addition to the requirements listed in the project evaluation and selection policy contained herein, the Agency may consider additional criteria when providing benefits to apartment style housing projects including, but is not limited to:

- i. Is the project being built in a blighted area?
- ii. Is the housing fulfilling an unmet need in the area?
- iii. Is there a market study documenting demand for such housing?
- iv. Is there support from local officials?
- v. Is the project considered needed infill in an already populated area?
- vi. Does the project provide walkability to municipality centers?
- vii. Is any additional county providing infrastructure necessary to service the project?
- viii. Is the project a part of a larger mixed-use development?

Section III. PILOT Deviations

A. PILOT Deviations. The Agency may deviate, on a case by case basis, from the PILOT Exemption Scale as described above.

B. Notification of Taxing Jurisdictions. Any deviations from this UTEP shall require a written notification by the Agency to the chief executive officer of each affected taxing jurisdiction in advance of the meeting at which the proposed deviation will be considered.

C. Deviation Considerations. The Agency in its sole and absolute discretion may consider the following factors in the determining whether a project may deviate from the PILOT

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Exemption Scale contained in this UTEP , no single one of which is determinative:

1. The nature of the proposed project (e.g., manufacturing, commercial, etc.);
2. The nature of the property before the project begins (e.g., vacant land, vacant buildings);
3. The economic condition of the area at the time of the application;
4. The extent to which a project will create or retain permanent, private sector jobs;
5. The estimated value of the tax exemptions to be provided;
6. The impact of the project and proposed tax exemptions on affected tax jurisdictions;
7. The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity;
8. The amount of private sector investment generated or likely to be generated by the proposed project;
9. The demonstrated public support for the proposed project;
10. The likelihood of accomplishing the proposed project in a timely fashion;
11. The effect of the proposed project upon the environment
12. The extent to which the proposed project will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services;
13. The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located; and
14. The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located.

Section IV. Sales and Use Tax Exemptions

A. Sales and Use Tax Exemption. The Agency may grant an exemption from State and local sales and use taxes to a project to the full extent permitted by the State.

1. Construction Materials, Equipment and Furnishings. Purchases of construction materials and equipment and of project related equipment, furnishings and other items of tangible personal property may be fully exempt from State and local sales and use taxes until the project is completed.

2. Operating and Maintenance Expenses. Operating and maintenance expenses incurred in connection with a project are not exempt from State and local sales and use tax.

3. Exempt Certificate. All project applicants must agree in writing to timely file with the New York State Department of Taxation an annual statement of the value of all sales and use tax exemptions.

Section V. Mortgage Recording Tax Exemptions

A. Permitted Exemptions. The Agency may grant an exemption from the mortgage recording tax to a project to the full extent of the law. The Agency may not grant an exemption from the portion of the mortgage recording tax that is payable to the Central New York Regional Transportation Authority.

Section VI. Recapture of Agency Benefits

A. Information to be Provided by Companies. Each Company agrees that to receive benefits from the Agency it must, whenever requested by the Agency or required under applicable statutes or project documents, provide and certify or cause to be provided and certified such information concerning the Company, its finances, its employees and other topics which shall, from time to time, be necessary or appropriate, including but not limited to, such information as to enable the Agency to make any reports required by law or governmental regulation.

B. Recapture of Benefits. It is the policy of the Agency to recapture the value of a PILOT, any sales and use tax exemption, and mortgage recording tax exemption in accordance with the Laws of the State and the provisions contained herein. Before receiving benefits, the Company must attest in writing to its understanding of, and agreement to, the recapture provisions contained in State Law and herein. To the extent permitted by State law, the recapture provisions contained herein may be modified from time to time by the Agency at its sole discretion.

C. Recapture of PILOT, Sales and Use Tax and Mortgage Recording Tax Exemption Benefits

1. Jobs. If the number of full time equivalent jobs to be maintained or created in connection with a project falls below 75% of the number projected in the Company's application to the Agency, or if there are material violations of

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the project agreements, then the value of the property tax, sales and use tax and mortgage recording tax benefits extended to the project by the Agency may be subject to recapture. When deciding whether or not to recapture benefits and the amount of such recapture, the Agency may consider the potential future benefit of the business to the community.

2. Recapture Payment. The recapture payment paid by the Company to the Agency shall be determined (1) by the difference between any PILOT payments made by the Company and the property taxes that would have been paid by the Company if the property were not under the supervision, jurisdiction or control of the Agency, (2) the value of any mortgage recording tax exemption, if awarded to the Company and (3) the amount of sales and use tax that would have been paid if an exemption was not granted.

3. Recapture of the PILOT, Sales and Use Tax or Mortgage Recording Tax. The Recapture Schedule for a Payment in Lieu of Tax Agreement, Sales and Use Tax or the Mortgage Recording Tax is as follows:

Time from Project Completion	Tax Savings Recaptured
1 Year	80%
2 Years	60%
3 Years	40%
4 Years	20%
5 Years	10%

D. Distribution of the Recapture Payment. Any funds recaptured as a result of the recapture payment shall be distributed to the affected taxing jurisdictions in the same proportion as if the payments were paid or owed by the Company on the date of recapture.

E. A “Full Time Permanent Employee” shall mean

1. A full time, permanent, private sector employee on the Company’s payroll, who has worked at the project location for a minimum of thirty hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Company to other employees with comparable rank, duties and hours; or

2. Up to three part time, permanent, private-sector employees on Company’s payroll, who have worked at the project location for a combined minimum of thirty hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Company to other employees with comparable rank, duties and hours.

F. Additional Conditions Applicable to the Recapture of Sales and Use Tax Exemption Benefits.

1. Recapture Events. As of April 1, 2013, State law requires industrial development agencies to recapture sales and use tax benefits where:

- i. A project is not entitled to receive the benefits;
- ii. Exemptions received exceed the amount authorized by the Agency;
- iii. Exemptions are claimed by the project for unauthorized property or services; or
- iv. A project fails to use the property in the manner required by its Agency agreements.

2. Distribution of Sales and Use Tax. Project operators must cooperate with the Agency in its effort to recapture all sales and use tax benefits received by the Company by promptly paying the recapture amount as determined by the Agency. The amount to be recaptured will be dictated by State Law or this UTEP Policy, which ever may be applicable. The Agency shall remit the recaptured sales and use tax benefits to the State within 30 days of receipt.

3. Compliance Report. Annually, the Agency will file an annual compliance report with the State detailing its recapture terms and its activities to recapture benefits, including the any attempt to recapture benefits from an Agency project.

Section VII. Amendment or Modification

A. Amendment or Modification. The Agency, by resolution of a majority of its members and upon notice to the affected taxing jurisdictions, may amend or modify the foregoing policy, from time to time in accordance with the laws of the State.

Section VIII. Project Evaluation and Selection Policy

A. Evaluation and Selection. Pursuant to Section 859-a (5) of the GML the Agency must adopt, by resolution of the Board, uniform project evaluation and selection criteria. This criteria will be used to determine whether the Agency should grant financial assistance to an applicant. As such, the Agency has adopted this Evaluation and Selection Policy in accordance with the applicable laws and regulations.

1. Prior to approval for financial assistance by the Agency the following actions must occur:

- i. The applicant must provide a complete and signed application to the

Agency.

- ii. The Agency must assess all of the information received in connection with the application as necessary to afford a reasonable basis for the decision to provide assistance.
 - iii. The Agency must prepare a written cost benefit analysis identifying the following:
 - a. The potential creation or retention of permanent private sector jobs, their salaries and benefit packages;
 - b. The estimated value of tax exemptions;
 - c. The amount of private sector investment likely to be generated by the project;
 - d. The extent to which the project will provide additional sources of revenue for municipalities and school districts; and
 - e. Any other public benefit that might occur due to the project.
2. The Agency must receive a statement signed by the applicant that, as of the date of the application, the project is in substantial compliance with all provisions of the GML, included but not limited to Section 862.
3. If the project would involve the removal or abandonment of a facility or facilities within the State, the Agency must notify the chief executive officers of such affected municipality or municipalities.

PROCUREMENT POLICY

Amended September 13, 2011

Amended January 15, 2013

Amended July 20, 2016

Amended August 2, 2017

I. METHODS FOR PROCUREMENT

A. All expenditures by OCIDA (the Agency) shall be approved or ratified by the Board of Directors.

B. For the procurement of goods and services with value of less than \$5,000, the Agency shall seek a verbal quotation from the provider or providers of the good or service that best meet the standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a price quote from a single vendor may be sufficient.

C. For the procurement of goods and services with value greater than FiveThousand (\$5,000), the Agency shall seek quotations from not less than three vendors, if available, and shall select the least expensive qualified vendor (qualifications to be determined by the Board) from those who respond to the request for quotations.

D. In accordance with NYS purchasing law, OCIDA will follow guidance regarding the bid limits issued by the general municipal law for public bids and RFP's.

a. A Request for Proposal issued to three or more qualified vendors is in accordance with the procurement policy.

b. A Public Bid is in accordance with the procurement policy.

E. Agency joint funding: Where the Agency is a partial contributor to the acquisition of a good or service, the Agency shall work in consultation with the other funding parties. Procurement methods satisfactory to involved parties shall be agreed to and implemented.

F. Notwithstanding anything contained herein to the contrary, the Agency may, at its sole discretion, authorize the purchase of any goods or services from lists developed by the County of Onondaga or the State of New York or the United States Government to procure goods or services on behalf of municipalities. Goods and services on such lists are determined to be least expensive and from a qualified vendor.

II. EXCEPTIONS TO METHODS OF PROCUREMENT:

A. When exceptions are made to the general methods of procurement it shall be indicated in writing and approved by the Board.

B. It is the policy of the Agency to permit the sole source of a good or service contract, where issues of timeliness, or necessity which could not have been reasonably foreseen, preclude the solicitation of quotations.

C. The Agency may also sole source a good/service contract, when one vendor has substantial prior experience relative to a project and it deemed in the best interest of the Agency to only consider that one vendor.

D. Circumstances which may justify award to other than the least expensive qualified vendor include, but are not limited to, knowledge, delivery requirements, quantity, and past vendor performance.

**RESTATED BYLAWS
OF
ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

Section 1. **Name.** The name of the Agency shall be "Onondaga County Industrial Development Agency."

Section 2. **Seal of Agency.** The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. **Office of Agency.** The office of the Agency shall be at the Onondaga County 333 W. Washington Street, Suite 130, Syracuse, New York, or at such other address in the County of Onondaga as shall be determined by the Agency from time to time.

**ARTICLE II
OFFICERS**

Section 1. **Officers.** The officers of the Agency shall be a Chairman, a Vice Chairman, an Executive Director, a Secretary, and a Treasurer.

Section 2. **Chair.** The Chairman shall be a member of the Agency and preside at all meetings of the Agency. The Chairman shall submit recommendations and such information as deemed pertinent concerning the business, affairs and policies of the Agency at each meeting. The Chairman shall appoint committee members and assign a chair for each committee.

Section 3. **Vice Chairman.** The Vice Chairman shall be a member of the Agency and perform the duties of the Chairman in the absence or incapacity of the Chairman. In the event of the resignation, removal or death of the Chairman, the Vice Chairman shall automatically succeed to the office of the Chairman and serve for the unexpired term of such office. In the event that the office of Vice Chairman is vacant, the Board shall select the Chairman to fill out the unexpired term.

Section 4. **Secretary.** The Secretary may, but need not be, a member of the Agency. The Secretary shall keep all records of the Agency, shall act as Secretary at the meetings of the Agency, shall keep a record of all votes, shall record the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office. The Secretary shall have custody of the seal of the Agency and the power to affix such seal to all agreements, contracts, deeds, bonds or other evidences of indebtedness and all other instruments of the Agency authorized by the Agency to be executed and the power to attest (by manual or facsimile signature) such seal. The Secretary may, in her discretion, delegate some or all of the Secretary's duties to the Assistant Secretary.

Section 6. **Treasurer.** The Treasurer shall not be a member of the Agency. The Treasurer shall be the Chief Financial Officer of the Agency. He shall have the care and custody of all funds of the Agency and shall deposit all such funds in the name of the Agency as the Agency may designate. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all checks for the payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by

resolution of the Agency, all such checks shall be countersigned by the Chairman, the Vice-Chairman or the Executive Director. The Treasurer shall keep regular books of accounts showing receipts and expenditures. The Treasurer shall render to the Agency at each regular meeting an account of the financial transactions and the current financial condition of the Agency.

Section 7A. **Executive Director.** The Executive Director shall be the Chief Executive Officer of the Agency and shall not be a member of the Agency. The Executive Director shall be appointed by the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Executive Director shall be charged with the management of all projects of the Agency. The Executive Director shall sign (manually or by facsimile signature) all agreements, contracts, deeds, bonds or other evidence of indebtedness and any other instruments of the Agency on behalf of the Agency, except as otherwise authorized or directed by resolution of the Agency.

Section 8. **Additional Duties.** In the absence or incapacity of the Treasurer, the other officers of the Agency shall have the care and custody of all funds of the Agency and the power to deposit the same in the name of the Agency in such bank or banks as the Agency may designate, and shall have the power to sign all checks of the Agency for the payment of money and the power to pay out and disburse such moneys under the direction of the Agency. In addition, all officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by its bylaws, or by its rules and regulations.

Section 9. **Appointment of Officers.** All officers of the Agency shall be appointed at the Annual Meeting of the Agency or at such other time as is necessary due to a vacancy. All officers shall hold offices for one year or until their successors are appointed. If the term of an Agency member should terminate, his term of office as an officer shall also terminate. The Chief Executive Officer and the Chief Financial Officer shall not be members of the Agency.

Section 10. **Members of Agency.** There shall be seven members of the Agency who shall receive no compensation for their services but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of their duties. The term of the office of each member of the Agency shall be by appointment of the Onondaga County Legislature and each member shall continue to hold office until their successor is appointed and has qualified.

Section 11. Vacancies. Should any office except that of Chairman become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 12. Additional Personnel. The Agency may from time to time employ such personnel, as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE III MEETINGS

Section 1. **Annual Meeting.** The Annual Meeting of the Agency shall be held in January or such time that the Board may determine at the regular meeting place of the Agency or such other time and place as the Agency shall determine.

Section 2. **Meetings.** Meetings of the Agency may be held at such times and places as from time to time may be determined by the Agency. The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency, call a special meeting of the Agency. Notice of all meetings shall be sent by United States mail, electronic mail, or delivered to the residence or business address of each member, and to Agency Counsel, at least four days prior to the day the meeting is to occur. Whenever possible the notice shall set forth the matters to be considered at the meeting. Waivers of notice may be signed by any member or members who were not properly noticed.

Section 3. **Executive Sessions.** Upon motion identifying the general area(s) of the subject(s) to be considered and a majority vote of the membership, an executive session may be entered into and conducted by the Agency for the reasons enumerated Public Officers Law § 105. During an executive session the Agency may take action on the matters which are the subject of the executive session, however, no action by formal vote may be taken in an executive session to appropriate public moneys. Minutes must be taken of any action that is taken by formal vote, and must consist of a record or summary of a final determination and the vote thereon. The minutes do not need to include any matters not required to be made available to the public pursuant to FOIL.

Section 4. **Quorum.** At all meetings of the Agency, a majority of the Agency shall constitute a quorum for the purpose of transacting business; provided that a small number may meet and adjourn to some other time or until a quorum is obtained.

ARTICLE IV AMENDMENTS

Section 1. **Amendments to Bylaws.** The bylaws of the Agency may be amended with the approval of a majority of all the members of the Agency at a meeting, but no such amendment shall be adopted unless written notice thereof has been previously given to all members of the Agency.

ARTICLE V PROJECTS

Section 1. **Site of Agency Projects.** The Agency shall take local and state land use and environmental laws and regulations into consideration when reviewing and approving a project.

Section 2. **Compliance with Laws.** The Agency shall not approve the delivery of bonds for a project, which, at the time of such delivery is known by the Agency after reasonable inquiry to be in material violation of applicable zoning, environmental, labor or health laws or regulations, including applicable building and fire codes.

ARTICLE VI

COMMITTEES

Section 1. **Governance Committee.** The Agency shall have a governance committee to be comprised of the Agency Chairman and two other members of the Agency appointed by the Chairman. Members of the Governance Committee shall be independent members as defined by the Public Authorities Accountability Act of 2005, as amended from time to time. The Governance Committee shall have such other purposes, powers, responsibilities and governance as provided in any charter adopted by the members of the Agency.

Section 2. **Audit Committee.** The Agency shall have an audit committee to be comprised of the Agency Chairman and two other members of the Agency appointed by the Chairman. Members of the Audit Committee shall be independent members as defined by the Public Authorities Accountability Act of 2005, as amended from time to time. It shall be the responsibility of the Audit Committee to recommend to the Agency the hiring of a certified independent accounting firm for the Agency, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose. The Audit Committee shall have such other purposes, powers, responsibilities and governance as provided in any charter adopted by the members of the Agency.

Section 3. **Finance Committee.** The Agency shall have a finance committee to be comprised by the three members of the Agency appointed by the Chairman. Members of the Finance Committee shall be independent members as defined by the Public Authorities Accountability Act of 2009, as amended from time to time. 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 and retain and consult with, at the Agency's expense, such outside counsel, experts and other advisors as the Finance Committee may deem appropriate. The Finance Committee shall have such other purposes, powers, responsibilities and governance as provided by any charter adopted by the members of the Agency.

Section 4. **Other Committees.** The Agency may designate from among its members other committees, each consisting of one or more members, and each of which, to the extent provided in the resolution or committee charter, shall have all the authority of the Agency members, except as otherwise provided by law.