



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 September 14, 2021

8:00AM Call to Order the Meeting of the OCIDA Governance Committee

Approval of the Minutes of the August 10, 2021 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 (2021 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

5. OCIDA Application Review

The Committee will review and discuss the revisions to OCIDA Application and make a recommendation to the full OCIDA Board.

Committee Action Requested: Motion from the Governance Committee to transmit OCIDA application to the full Board for acceptance.

Representative: Nancy Lowery, Secretary

Adjourn

Onondaga County Industrial Development Agency
Governance Committee Meeting Minutes
August 10, 2021

The Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Tuesday, August 10, 2021 via Zoom Teleconference.

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

PRESENT:

Kevin Ryan
Fanny Villarreal
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
Janice Herzog, OCIDA Board Member
Victor Ianno, OCIDA Board Member
Rebecca Shiroff, Office of Economic Development
Len Rauch, Office of Economic Development
Joseph Cattalani, Stewart Hancock Partner, LLC
David Simon, Dunn Tire, LLC

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES – OCTOBER 13, 2020

Upon a motion by Patrick Hogan, seconded by Fanny Villarreal, the OCIDA Board approved the regular meeting minutes of October 13, 2020. Motion was carried.

UNIFORM TAX EXEMPTION POLICY

There were no comments.

PROCUREMENT POLICY

There were no comments.

BYLAWS

There were no comments.

STRUCTURE AND MAKE UP OF BOARD COMMITTEES

There were no comments.

OCIDA APPLICATION FOR BENEFITS REVIEW

Nancy Lowery stated staff has been working on updating the application and it was sent to the Governance Committee. She stated asked the Governance Committee to review the application this month and come back with any recommendations. She stated staff is happy to set up a call for questions or comments after reviewing.

Robert Petrovich stated staff and counsel have been looking at and tightening up the application. He stated counsel has reviewed staff's recommendations and everyone seems to be on the same page. He stated the Governance Committee would be asked at the next meeting to make recommendation and adopt the revised application.

Kevin Ryan asked when the next Governance Committee is scheduled. Nancy Lowery stated it is scheduled for September 14 but if additional time is needed it can be scheduled for the following meeting. Kevin Ryan stated let's defer this to the next meeting on September 14.

Upon a motion by Fanny Villarreal, seconded by Patrick Hogan, the OCIDA Board adjourned the meeting at 8:05 am. Motion was carried.

Nancy Lowery, Secretary



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2021 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?	2	1		



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2021 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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2021 Finance 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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2021 Board Self-Evaluation

Summary

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.	5	2		
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.	7			
The Board knows the statutory obligations of the Agency and if the Agency is in compliance with state law.	7			
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.	7			
Board members demonstrate leadership and vision and work respectfully with each other.	7			



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2021 Staff Evaluation

Summary

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?	7			
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 2021 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.

2021 Meeting Schedule

August 10, 2021

September 14, 2021

Fiscal Year 2021

1. Annual Self Evaluation

The Committee conducted a self-evaluation at its September 14, 2021 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 8, 2022

3. Disposition of Duties

At the August 10, 2021 meeting of the Committee, the Committee reviewed its Uniform Tax Exemption Policy (UTEP), Bylaws and Procurement Policy. The Committee did not recommend any changes.

At the September 14, 2021 meeting of the Committee, it completed its annual review of Board, Committee and Staff self-evaluations, Committee Charters as well as the 2021 Committee annual report.



DRAFT 8.05.2021

ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPLICATION FOR BENEFITS

1. Fill in all blanks using “none”, “not applicable” or “not available”. If you have any questions about the way to respond, please call the Onondaga County Industrial Development Agency (the “Agency” or “OCIDA”) at 315-435-3770.
2. If providing an estimate put “(est.)” after the figure or answer. If more space is needed to answer any specific question, attach a separate sheet.
3. If the OCIDA Board approves benefits, it is the company’s responsibility to obtain and submit all necessary forms and documents.
4. When completed, return this Application by mail or fax to the Agency at the address indicated below. A signed application may also be submitted electronically in PDF format to Nancy Lowery at nancylowery@ongov.net. **An Application will not be considered by the Agency until the Application fee has been received.**
5. The Agency will not give final approval for this Application until the Agency receives a completed NYS Full Environmental Assessment Form concerning the project which is the subject of this Application. The form is available at <http://www.dec.ny.gov/permits/6191.html>.
6. Please note the Public Officers Law declares all records in the possession of the OCIDA (with certain limited exceptions) are open to public inspection and copying. If the Applicant is of the opinion that there are elements of the project which are in the nature of trade secrets which, if disclosed to the public or otherwise widely disseminated, would cause substantial injury to the Applicant’s competitive position, this Applicant must identify such elements in writing and request that such elements be kept confidential. In accordance with Article 6 of the Public Officer’s Law, the OCIDA may also redact personal, private, and/or proprietary information from publicly disseminated documents.
7. The Applicant will be required to pay the Agency Application fee and, if accepted as a project of the agency, all administrative and legal fees as stated in Section VI of the Application.
8. A complete application consists of the following 9 items:
 - This Application
 - Local Access Agreement
 - Employment Plan
 - Conflict of Interest
 - A feasibility statement indicating the need for the requested benefits
 - Description of project, Site Plans/Sketches, and Maps
 - NYS Full Environmental Assessment Form
 - A check payable to the Agency in the amount of \$1,000
 - A check payable to Barclay Damon LLP in the amount of \$2,500
9. This Application was adopted by the OCIDA Board on _____.

It is the policy of the Agency that any project receiving benefits from the Onondaga County Industrial Development Agency will utilize 100% local contractors and local labor for the construction period of the project unless a waiver is granted in writing by the Agency.

Return to:

Onondaga County Industrial Development Agency
Attn: Nancy Lowery
333 W. Washington Street, Suite 130
Syracuse, NY 13202
Phone: 315-435-3770 | Fax: 315-435-3669
nancylowery@ongov.net

Section I: Applicant Information

Please answer all questions. Use “None”, “Not Applicable” and “See Attached” where necessary.

Submittal Date: _____

A) Applicant/Project Operator information (company receiving benefits):

Applicant/Project Operator: _____

Applicant/ Project Operator Address: _____

Phone: _____ Fax: _____

Website: _____ E-mail: _____

Federal ID#: _____ NAICS: _____

State and Year of Incorporation/Organization: _____

Owner (if different from Applicant/Project Owner): _____

Owner Address: _____

Federal ID#: _____

State and Year of Incorporation/Organization: _____

List of stockholders, members, or partners of Owner:

B) Individual Completing Application:

Name: _____

Title: _____

Address: _____

Phone: _____ Fax: _____

E-mail: _____

C) Company Contact (if different from individual completing application):

Name: _____

Title: _____

Address: _____

Phone: _____ Cell Phone: _____

E-mail: _____

D) Company Counsel:

Name of Attorney: _____

Firm Name: _____

Address: _____

Phone: _____ Cell Phone: _____

E-mail: _____

E) Business Organization (check appropriate category):

☐ Corporation

☐ Partnership

☐ Public Corporation

☐ Joint Venture

☐ Sole Proprietorship

☐ Limited Liability Company

Others (please specify): _____

Year Established: _____

State in which Organization is established: _____

F) List all stockholders, members, or partners with % of ownership greater than 5%:

Name

% of ownership

G) Applicant Business Description:

Please attach a description of your company's background, products, customers, goods and services.

Estimated % of sales within Onondaga County: _____

Estimated % of sales outside Onondaga County but within New York State: _____

Estimated % of sales outside New York State but within the U.S.: _____

Estimated % of sales outside the U.S.: _____

(*Percentage to equal 100%)

H) Applicant History: If the answer to any of the following is "Yes", please explain below. If necessary, attach additional information.

1. Is the company or management of the Company now a plaintiff or defendant in any civil or criminal litigation? ☐ Yes ☐ No
2. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? ☐ Yes ☐ No
3. Has any person listed in Section I ever been in receivership or declared bankruptcy? ☐ Yes ☐ No

Please attach any explanations:

I) Has the Project Beneficiary received assistance from OCIDA, SIDA, New York State or the Onondaga Civic Development Corporation in the past? If yes please attach an explanation and please give year, project name, and description of benefits and address of project.

☐ Yes ☐ No

Section II: Project and Site Information

A) Project Location: Location where the investment will take place. If company is moving, the new location should be entered here and the current location should be in Section I.

Address: _____

Legal Address (if different): _____

City: _____ Village/Town: _____

Zip Code: _____ School District: _____

Tax Map Parcel ID(s): _____

Current Assessed Value _____ Footage of Existing Building: _____

Census Tract: _____

B) Type (Check all that apply):

- | | |
|---|--|
| ☐ New construction | ☐ Purchase of machinery and/or equipment |
| ☐ Expansion/Addition to current facilities | ☐ Brownfield/Remediated Brownfield |
| ☐ Renovation of existing facility | ☐ LEED Certification |
| ☐ Housing Project | ☐ Demolition and Construction |
| ☐ Renewable Energy Project | ☐ Acquisition of existing facility/property |
| ☐ Retail | ☐ Other: |

C) Project Narrative: A statement that there is a likelihood that the project would not be undertaken but for the financial assistance provided by the Agency or, if the project could be undertaken without financial assistance provided by the Agency, a statement indicating why the project should be undertaken by the agency.

* For a Retail Project (also see page 14)

* For a Renewable Energy Project (also see page 15)

* For a Housing Project (also see page 17)

D) Description of Project: Please provide a detailed narrative of the proposed Project. Please separately attach the description and any copies of site plans, sketches or maps. This narrative should include, but is not limited to:

- ☐ (i) the size of the Project in square feet and a breakdown of square footage per each intended use;
- ☐ (ii) the size of the lot upon which the Project sits or is to be constructed;
- ☐ (iii) the current use of the site and the intended use of the site upon completion of the Project;

- ☐ (iv) the principal products to be produced and/or the principal activities that will occur on the Project site;
- ☐ (v) please describe your method for site control (Own, lease, other).

E) Select Project Type for all end users at Project site (you may check more than one):

**Please check any and all end users as identified below

- | | |
|--|--|
| ☐ Industrial | ☐ Bank Office |
| ☐ Acquisition of Existing Facility | ☐ Retail (see page 14) |
| ☐ Housing Project (see page 17) | ☐ Mixed Use |
| ☐ Equipment Purchase | ☐ Facility for Aging |
| ☐ Multi-Use Tenant | ☐ Civic Facility (not for profit) |
| ☐ Renewable Energy Project (see page 15) | ☐ Other _____ |
| ☐ Commercial | |

F) If applicant will not occupy 100% of the building in a real estate transaction, provide information on tenant(s) that includes name, present address, and percentage of project to be leased, type of business organization, relationship to applicant, date and term of lease.

G) For the Agency to consider this Project, please provide the following information:

1. Does the project consist of new construction or expansion or substantial renovation of an existing facility?
☐ Yes ☐ No
2. Will the project create new employment opportunities or retain existing jobs that may otherwise be lost?
☐ Yes ☐ No
3. Does the project beneficiary serve a customer base primarily outside of Onondaga County?
☐ Yes ☐ No

H) Will the completion of the Project result in the removal of an industrial or manufacturing plant of the company from one area of the state to another area of the state OR in the abandonment of one or more plants or facilities of the company located within the state? Please explain if you answer "Yes" by attaching a response.

☐ Yes ☐ No

I) Please attach a description of any compelling circumstances the Agency should be aware of while reviewing this application.

J) Local Approvals (Site Plan and Environmental Review)

1. Have site plans been submitted to the appropriate town or local planning department?
☐ Yes. What is the status? ☐ No. When will the plans be submitted?
2. Has the project received site plan approval from the town or local planning board?
☐ Yes ☐ No
3. If no, what is the anticipated approval date? _____
4. If yes, provide the Agency with a copy of the Planning Board's approval resolution along with the related SEQR determination. (NOTE: SEQR Determination is required for final approval and sales tax agency appointment.
5. Environmental Information
 - a. Please attach the appropriate Environmental Impact Forms to your application. Here is a link to the SEQR forms: <http://www.dec.ny.gov/permits/6191.html>
 - b. Have any environmental issues been identified on the property?
☐ Yes ☐ No
If yes, please attach an explanation.

Section III: Construction

A) Project Costs and Finances

Description of Costs	Total Budget Amount	% of Total Budget to be Procured in Onondaga County	Total Private Expenditure (should be less than or equal to total budget amount)
Land Acquisition			
Site Work/Demo			
Building Construction & Renovation			
Furniture & Fixtures			
Equipment			
Engineering/Architect			
Financial Charges			
Legal			
Other			
Management/Developer Fees			
Total Project Cost			

Note: Do not include OCIDA fees, OCIDA application fees or OCIDA legal fees as part of the Total Project Cost. You may attach a separate chart if needed.

B) TOTAL Capital Costs \$ _____

Project refinancing: estimated amount
(for refinancing of existing debt only) \$ _____

Sources of Funds for Project Costs:

1. Bank Financing \$ _____
2. Equity (excluding equity that is attributed to grants/tax credits) \$ _____
3. Tax Exempt Bond Issuance (if applicable) \$ _____
4. Taxable Bond Issuance (if applicable) \$ _____

5. Public Sources (Include sum total of all state and federal grants and tax credits) \$ _____

-Identify each state and federal grant/credit:

_____ \$ _____
 _____ \$ _____
 _____ \$ _____

6. Total Sources of Funds for Project Costs \$ _____

C) Employment and Payroll Information

*Full Time Equivalent (FTE) is defined as one employee working no less than 40 hours per week or two or more employees together working a total of 40 hours per week.

1. Are there people currently employed at the project site?
☐ Yes ☐ No If yes, provide number of FTE jobs at the facility: _____

2. Complete the following:

Estimate the number of FTE jobs to be retained as a result of this Project:	
Estimate the number of construction jobs to be created by this Project:	
Estimate the average length of construction jobs to be created (months):	
Current annual payroll at facility:	
Please list, if any, benefits that will be available to either full and/or part time employees:	
Average annual benefit paid by the company (\$ or % salary) per FTE job:	
Amount or percent of wage employees pay for benefits:	
Provide an estimate of the number of residents in the Economic Development Region (Onondaga, Madison, Cayuga, Oneida, Oswego, and Cortland Counties) to fill new FTE jobs:	

D) New Employment Benefits

- i. Complete the following chart indicating the number of FTE jobs presently employed at the Project and the number of FTE jobs that will be created at the Project site at the end of the first, second, and third, years after the Project is completed. Jobs should be listed by title of category (see below), including FTE independent contractors or employees of independent contractors that work at the Project location. Do not include construction workers.
- ii. Feel free to include additional information or a substitute chart if you think additional material would add clarity.

Please use this chart to illustrate the current employment:

Job Title/Category	Current Annual Pay	Current Employment (FTE)

Please use this chart to illustrate the projected employment growth:

Job Title/Category	Current Annual Pay	Jobs Created Year 1	Jobs Created Year 2	Jobs Created Year 3

If you prefer, you may attach a job chart of your own that outlines the job growth projections regarding the project.

E) Financial Assistance sought (estimated values):

- ☐ Real Property Tax Abatement (PILOT): _____
- ☐ Mortgage Recording Tax Exemption (.75% of amount mortgaged): _____
- ☐ Sales and Use Tax Exemption (4% Local, 4% State): _____
- ☐ Tax Exempt Bond Financing (Amount Requested): _____
- ☐ Taxable Bond Financing (Amount Requested): _____

F) Mortgage Recording Tax Exemption Benefit Calculator: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/bridge financing): \$ _____

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage amount as indicated above, multiplied by .0075): \$ _____

G) Sales and Use Tax Benefit Calculator: Gross amount of costs for goods and services that are subject to State and local Sales and US tax – said amount to benefit from the Agency’s Sales and Use Tax exemption benefit:

\$ _____

Estimated State and local Sales and Use Tax Benefit (product of 8% multiplied by the figure, above) (This should match the amount in section “E” on this page, this calculation only exists to help you with your estimate):

\$ _____

Section IV: Estimate of Real Property Tax Abatement Benefits

Section IV of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application prior to the completed application being provided to the OCIDA Board.

A) PILOTS Estimate Table Worksheet

OCIDA estimate of current value	
New construction and renovation costs	
OCIDA estimate of increase in value	
OCIDA estimated value of completed project	
OCIDA estimate of taxes that would have been collected if the project did not occur	
Scheduled PILOT payments	

PILOT Year	Exemption %	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1	100						
2	90						
3	80						
4	70						
5	60						
6	50						
7	40						
8	30						
9	20						
10	10						
TOTAL							

Estimates provided are based on current property tax rates and assessment value (current as of date of application submission) and have been calculated by IDA staff

SECTION: V For Retail Projects Only

1. Will the cost of the retail portion of the project exceed one-third of the total project cost?
☐Yes ☐No
2. Is the project located in a distressed area? A distressed area is a census tract that has
a) a poverty rate of a least 20% or at least 20% of households receiving public assistance, and (b) an unemployment rate of least 1.25 times the statewide unemployment rate for the year to which the date relates.
☐Yes ☐No
3. Is the Project likely to attract a significant number of visitors from outside of the economic development region?
☐Yes ☐No
4. Is the predominate purpose of the project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the Town, City, County or Village of where the Project will be located.
☐Yes ☐No

SECTION VI: For Solar Projects Only

Please complete the following as an addendum:

1. Describe the reasons why the Agency's financial assistance is necessary. Describe how the project would be affected if these benefits were not provided. (see Section II (C))
2. Is the applicant leasing the property?
 - ☐ Yes, please provide a copy of the lease
 - ☐ No, purchased the property. Please provide documentation.
3. Has the applicant provided written communication to the affected taxing jurisdictions notifying them of its intent to construct a renewable energy project?
 - ☐ Yes
 - ☐ No
4. Has the applicant received a letter of support for the for the megawatt cost to be used as a basis for the PILOT from the town, city or village where the project is located?
 - ☐ Yes. Please provide copy.
 - ☐ No
5. Has the applicant received a letter of support for the megawatt cost to be used as a basis for PILOT from the school district?
 - ☐ Yes. Please provide copy.
 - ☐ No
6. Is the entire parcel being used for the solar project?
 - ☐ Yes
 - ☐ No, if not, have you reached out to the town assessor to discuss a subdivision or slash parcel? Explain: _____
7. Will the applicant enter into a decommissioning plan with the host community, including financial assurance the plan can be executed?
 - ☐ Yes, explain.
 - ☐ No

**PLEASE SEE FOLLOWING PAGE FOR OCIDA SOLAR BEST PRACTICES*

OCIDA SOLAR PILOTs GUIDANCE AND BEST PRACTICE

To be placed on the OCIDA meeting agenda, proposed solar projects must provide OCIDA with the following in advance of the project's first OCIDA meeting:

1. Fully completed OCIDA application.
2. Copy of Environmental Assessment Form.
3. A SEQR resolution approved by a local municipality indicating municipality will be lead agency, the type of action (I, II, or unlisted) and, if completed, the SEQR determination made by the municipality.
4. Copies of your zoning applications submitted to the local municipality.
5. Verification of parcel subdivision process with the town (if the entire parcel will not be used for the solar project).
6. A statement clarifying whether the applicant will lease or purchase the real property on which the project is situated. If leased, provide a copy of the proposed or executed lease. If lease parcel is less than entire parcel then see 5 above.
7. A supporting document from the School District and the Town Board outlining the agreed upon cost per megawatt to be used as a basis for the PILOT. OCIDA cannot create the PILOT schedule without this information.

You will receive a draft Cost Benefit Analysis and a Draft PILOT schedule from this office. You may use these documents as your project progresses through the OCIDA approval process. OCIDA staff are available to update these two documents as needed.

SECTION VII: For Housing Projects Only

Please complete the following as an addendum:

1. Describe the reasons why the Agency's financial assistance is necessary. Describe how the project would be impacted if these benefits were not provided. (see Section II (C))
2. Is the project being built in the blighted area? Please describe.
3. Is the project fulfilling an unmet need in the area? Please explain.
4. Please provide a market study documenting a need for such housing.
5. Is there support from local government officials for the project and for the financial assistance being requested from the Agency? Please provide written documentation.
6. Is the project considered infill in a populated area? Please explain.
7. Does the project provide walkability?
8. Is there additional county infrastructure necessary to service the Project? If, yes, please explain.
9. Is the Project part of a larger mixed-use development? Please describe.

Section VIII: Local Access Policy Agreement

In absence of a waiver permitting otherwise, every project seeking the assistance of the Onondaga County Industrial Development Agency (Agency) must use local general contractors, sub-contractors, and labor for one-hundred percent (100%) of the construction of new, expanded, or renovated facilities. The project's construction or project manager need not be a local company.

Noncompliance may result in the revocation and/or recapture of all benefits extended to the project by the Agency. Local Labor is defined as laborers permanently residing in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins, and Wayne. Local (General/Sub) Contractor is defined as a contractor operating a permanent office in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins and Wayne. The Agency may determine on a case-by-case basis to waive the Local Access Policy for a project or for a portion of a project where consideration of warranty issues, necessity of specialized skills, significant cost differentials between local and non-local services or other compelling circumstances exist. The procedure to address a local labor waiver can be found in the OCIDA handbook, which is available upon request.

Prior to issuance of any NYS Tax & Finance ST-60 forms, the Applicant must submit a **Contractor Status Report to the Agency.**

In consideration of the extension of financial assistance by the Agency _____ (the Company) understands the Local Access Policy and agrees to complete Appendix C of the Agency's application at the time of the application to the Agency and as part of a request to extend the valid date of the Agency's tax-exempt certificate for the Project. The Company understands that an Agency tax-exempt certificate is typically valid for 12 months from the effective date of the project inducement and extended thereafter upon request by the Company. The Company further understands that any request for a waiver to this policy must be submitted in writing and approved by the Agency.

I agree to the conditions of this agreement and certify all information provided regarding the construction and employment activities for the project as of _____(date).

Company: _____

Representative for Contract: _____

Address: _____ City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Project Address: _____ City: _____ State: _____ Zip: _____

General Contractor: _____

Contact Person: _____

Address: _____ City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Authorized Representative: _____ Title: _____

Signature: _____

Section IX: Agency Fee Schedule

- * Minimum Fee to be applied to all project receiving OCIDA benefits is 1% of the total project cost (TPC)

ACTIVITY	FEES	COMMENTS
Non- refundable Application Fee	\$1,000	Due at time of application
Legal Deposit	\$2,500	Due at time of application
Minimum Fee of 1% of TPC		
1. Sales and Use Tax Exemption	.01 X TPC	Due at closing
2. Mortgage Recording Tax		
3. PILOT is additional fee	.0025 X TPC (total .0125)	
Bonds Bond refinancing and refunding	.0025 of TPC	Due at closing
Agency Legal Fees		
Fee for first \$20 million	.0025 X of the project cost or bond amount	Due at closing
Fee for expenses above \$20 million	.00125 X of project cost or bond amount	

OCIDA reserves the right to modify this schedule at any time and assess fees and charges in connection with other transactions such as grants of easement or lease or sale of OCIDA-owned property.

Section X: Recapture of Tax Abatement/Exemptions

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.

Please refer to the OCIDA Uniform Tax Exemption Policy. (add hyperlink)

I have read the foregoing and agree to comply with all the terms and conditions contained therein as well as policies of the Onondaga County Industrial Agency.

Name of Applicant Company _____

Signature of Officer or Authorized Representative: _____

Name & Title of Officer or Authorized Representative: _____

Date: _____

Section XI: Conflict of Interest

Agency Board Members

1. Patrick Hogan, Chairperson
2. Janice Herzog, Vice Chairperson
3. Steve Morgan, Director
4. Victor Ianno, Director
5. Sue Stanczyk, Director
6. Kevin Ryan, Director
7. Fanny Villarreal, Director

Agency Officers/Staff

1. Robert M. Petrovich, Executive Director
2. Nathaniel Stevens, Treasurer
3. Nancy Lowery, Secretary
4. Karen Doster, Recording Secretary
5. Christopher Cox, Assistant Treasurer

Agency Legal Counsel & Auditor

1. Jeffrey Davis, Esq., Barclay Damon LLP
2. Amanda Fitzgerald, Esq., Barclay Damon LLP
3. Michael G. Lisson, CPA, Grossman St. Amour Certified Public Accountants PLLC

The Applicant has received from the Agency a list of members, officers and staff of the Agency. To the best of my knowledge, no member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

Name of Applicant Company _____

Signature of Officer or Authorized Representative: _____

Name & Title of Officer or Authorized Representative: _____

Date: _____

Section XII: Representations, Certifications, and Indemnification

_____ (Name of CEO or other authorized representative of Applicant) confirms and says that he/she is the _____ (title) of _____ (name of corporation or other entity) named in the attached Application (the “Applicant”), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and as follows:

- A. First Consideration for Employment:** In accordance with §858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in WIA programs who shall be referred by the CNY Works for new employment opportunities created as a result of the Project.
- B. Other NYS Facilities:** In accordance with §862 (1) of the New York General Municipal Law, the Applicant understands and agrees that projects which will result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant within the state is ineligible for Agency Financial Assistance, unless otherwise approved by the Agency as reasonably necessary to preserve the competitive position of the project in its respective industry or is reasonably necessary.
- C. Annual Sales Tax Filings:** In accordance with §874(8) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D. Outstanding Bonds:** The Applicant understands and agrees to provide on an annual basis any information regarding bonds, if any, issued by the Agency for the project that is requested by the Comptroller of the State of New York.
- E. Employment Reports:** The Applicant understands and agrees that, if the Project receives any financial assistance from the Agency, the Applicant agrees to file with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization and such other information (collectively, “Employment Reports”) that may be required from time to time on such appropriate forms as designated by the Agency. Failure to provide Employment Reports within 30 days of an Agency request shall be an Event of Default under the PILOT Agreement between the Agency and Applicant and, if applicable, an Event of Default under the Agent Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, with said report being an agenda item subject to the open meetings law.

F. Absence of Conflicts of Interest: The Applicant has received from the Agency a list of the members, officers and employees of the Agency. No member, officer or employee of the Agency has an interest, whether direct or indirect in any transaction contemplated by this Application, except as hereinafter described in Section X.

G. Compliance: The Applicant understands and agrees that it is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.

H. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if financial assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the Agency. (1) No funds of the Agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

I. The Applicant confirms and acknowledges that the owner, occupant or operator receiving financial assistance for the proposed Project is in substantial compliance with applicable local, state, and federal tax, worker protection and environmental laws, rules and regulations.

J. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement in the Project.

K. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

L. The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statement contained herein not misleading.

- M. The OCIDA has the right to request and inspect supporting documentation regarding attestations made on this application.
- N. **Hold Harmless Agreement:** Applicant hereby releases Onondaga County Industrial Development Agency and the members, officers, servants, agents and employees thereof (the "Agency") from, agrees that the Agency shall not be liable for, and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by: (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax-exemptions and other assistance requested therein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project, including without limiting the generality of the foregoing, all cause of action and attorney's fees and any other expenses incurred in defending any suits or action which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the process of the Application, including attorney's fees, if any.

Name of Applicant Company _____

Signature of Officer or Authorized Representative: _____

Name & Title of Officer or Authorized Representative: _____

Date: _____

STATE OF NEW YORK)

COUNTY OF ONONDAGA) ss.;

_____, being first duly sworn, deposes and says:

1. That I am the _____ (Corporate Officer) of _____
(Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read and attached Application, I Know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete

(Signature of Officer)

Subscribed and affirmed to me under penalties of
perjury this _____ day of __, 20____.

(Notary Public)

End of Application