ONONDAGA COUNTY
OPPORTUNITY FUND CORPORATION
335 Montgomery Street, Floor 2M
Syracuse, New York 13202

Audit Committee Meeting Agenda
September 17, 2026

Committee Members: Kevin Holmquist (Chair), Daniel Feng, Kerry Quaglia

Call to Order the Audit Committee Meeting of the Corporation

A. Approval of Meeting Minutes: March 19, 2026

Action Items:

1. **Preliminary Audit Review for Fiscal Year 2026**

   Representative: Michael Lisson, Grossman St. Amour CPAs

2. **Committee Charter**
   The Committee will review and transmit the Audit Committee Charter.

   Action Requested:
   A resolution of the Committee to transmit the Charter *with/without* comment to the Governance Committee for review.

Adjourn

ONONDAGA COUNTY
OPPORTUNITY FUND CORPORATION
335 Montgomery Street, Floor 2M
Syracuse, New York 13202

Audit Committee Meeting Minutes
March 19, 2026

An Audit Committee meeting of the Onondaga County Opportunity Fund Corporation was held on Thursday, March 19, 2026, at 335 Montgomery Street, Floor 2M, Syracuse, New York.

Daniel Feng called the meeting to order at 10:07 AM with the following in attendance:

PRESENT:
Daniel Feng
Kerry Quaglia

ABSENT:
Kevin Holmquist

ALSO PRESENT:
Nate Stevens, President/CEO
Alexis Rodriguez, Secretary
Robert Schoeneck, Treasurer/CFO
Matthew Wells, Esq., Counsel
Thomas Clifford, Esq., Counsel
Mike Lisson, Grossman St. Amour CPAs
Brianah Lane, Grossman St. Amour CPAs
Evan Carter, Economic Development Office

Approval of Meeting Minutes: October 24, 2025

Motion was made by Kerry Quaglia and seconded by Daniel Feng to approve the Audit Committee meeting minutes of October 24, 2025. Motion was carried.

Action Items:

1. **Review of the 2025 Audit Committee Annual Report**
   The Committee will review the 2025 Annual Report.

   Alexis Rodriguez stated that this is an annual report that staff develops per the Corporation's Bylaws to review the Committee's activity for the previous year.

2. Motion was made by Kerry Quaglia and seconded by Daniel Feng to approve the 2025 Audit Committee Annual Report. Motion was carried.

3. **2025 Audit**
Review and discuss the Audit of the Corporation. Determine a recommendation to be made to the Board of Directors.

Mike Lisson presented the following about the Corporation's audit:

He states he has a clean and unmodified audit opinion. He ensured that the Corporation is following its investment policies. He gave an overview on the PowerPoint presented, noting that the first few pages are required communications; this is where it gives an unmodified, clean opinion, with no concerns. He moved on to slide 6, the net position summary. He drew attention to the following: cash and cash equivalents at $593,000, two loans outstanding which were Fisk Electric and Saving Face, and deferred financing at $713,000. He recalled for the Committee that the County funded $750,000 to the Corporation. On the following slide he brought up the Corporation's net income statement. This showed that the Corporation increased its net position by $11,324. This represents revenues from loans and interest income from cash, offset by legal, audit, and insurance fees.

He gave his opinion of a clean audit, noting that the staff is great to work with. The plan discussed during the October Audit Committee meeting was followed precisely. He recalled that the prior year there wasn't a need for an audit due to the fact that there was no activity. He commended the Corporation staff as well as his colleague, Brianah Lane, who worked closely with the staff.

Motion was made by Daniel Feng and seconded by Kerry Quaglia to transmit the 2025 audit to the full Board of Directors. Motion was carried.

Motion to adjourn was made by Kerry Quaglia and seconded by Daniel Feng at 10:11 AM.

____

Alexis Rodriguez, Secretary

grossman st. amour
CERTIFIED PUBLIC ACCOUNTANTS PLLC

Onondaga County Opportunity Fund Corporation

Auditor's Communication with Those Charged with Governance During Planning

September 17, 2026

Michael Lisson, CPA Partner

Bri Lane, CPA Supervisor

110 West Fayette Street, Suite 900
Syracuse, New York 13202
315.424.1120 • www.gsacpas.com

AGENDA

- PROFESSIONAL STAFF
- RESPONSIBILITIES
- PLANNED SCOPE
- WHAT'S GOING ON IN THE ACCOUNTING AND REGULATORY WORLD

PROFESSIONAL STAFF

I) Audit Partner - Mike Lisson, CPA, CITP

Contact Information:

- Mike (315) 701-6430

  mlisson@gsacpas.com

II) All staff assigned need to possess adequate professional competence

- All professionals must complete at least 80 hours of CPE to enhance professional proficiency and at least 24 hours must be specific to governmental areas every two years related to the audit

- Brianah Lane (Bri) – supervisor, will lead the audit this year and has been working on similar audits for 6+ years

AUDITOR'S RESPONSIBILITIES

- Communicated through engagement letter

- We are responsible for conducting our audit in accordance with auditing standards generally accepted in the United States of America **(AICPA)**; with government auditing standards **(GAGAS)**; and the New York State Authorities Budget Office **(ABO)**

- We form and express an opinion over the financial statements prepared by management, with your oversight, about whether the financial statements are prepared, in all material respects, with **GAAP (GASB).** You have the ultimate responsibility for these financial statements.

- As a component unit of Onondaga County, your financial information is **included** in the County's financials. The County's independent auditors do not take responsibility for the financial information as they reference other auditors (GSA CPA's) in accordance with professional standards

AUDITOR'S RESPONSIBILITIES

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and **obtain audit evidence that is sufficient** and appropriate to provide a basis for our opinion.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, **but not for the purpose of expressing an opinion on the effectiveness of OCOF's internal control.**

- Evaluate the **appropriateness of accounting policies used** and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements, **including the disclosures**, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt of **OCOF's ability to continue as a going concern** for a reasonable period of time.

MANAGEMENT'S RESPONSIBILITIES

- Communicated through engagement letter;
- Preparation and fair presentation of the financial statements with GAAP;
- Design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements from material misstatement from:
  - Errors
  - Fraudulent financial reporting
  - Misappropriation of assets
  - Violations of laws, governmental regulations, grant agreements or contractual agreements
- Provide unrestricted access to all records, documentation and persons necessary to obtain audit evidence;
- Identifying and ensuring compliance with laws and regulations applicable to the entity's activities;
- For adjusting financial statements to correct material misstatements and confirming to us in the management representation letter that uncorrected misstatements are immaterial, both individually and in the aggregate, to the financial statements as a whole;
- For acceptance of nonattest services, including identifying the proper party to oversee nonattest work;
- For maintaining adequate records, selecting and applying accounting principles, and safeguarding assets;
- For the accuracy and completeness of all information provided.

PLANNED SCOPE

- Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested.

- Our audit is designed to provide reasonable, but not absolute, assurance about whether the financial statements are free of **material** misstatement, whether due to error, fraudulent financial reporting, misappropriation of assets, or violations of laws or governmental regulations.

- There is always a risk that material misstatements may exist that may not be detected by us.

grossman st. amour
CERTIFIED PUBLIC ACCOUNTANTS PLLC

PLANNED SCOPE (continued)

- We are required to obtain an understanding of your entity and its environment, including internal controls, to assess the risks of material misstatement of the financial statements and as a basis for designing the nature, timing, and extent of further audit procedures.

- Our audit is not designed to express an opinion or provide assurance on internal control over financial reporting or compliance with provisions of applicable laws, regulations, contracts, and agreements.
  - Although we don't express opinions over these, we will communicate our scope and results of that testing through a separate communication, titled: *"Report on Internal Control over Financial Reporting and on Compliance and Other Matters based on an Audit of Financial Statements Performed in Accordance with Governmental Auditing Standards"*

- Identification of significant risks
  - Revenue recognition - Loan interest revenue (~$17,000); Administrative cost reimbursements (calculated at year-end)
  - Management override

A significant risk for our audit purposes are risks relating to amounts or disclosures in the financial statements that require special audit consideration because of the likelihood and magnitude of the potential misstatement. We consider certain factors to determine whether a risk is a significant risk.

WHAT'S GOING ON IN THE ACCOUNTING & REGULATORY WORLD (continued)

Accounting

- <u>Governmental Accounting Standards (GASB)</u>
  - GASB 103, *Financial Reporting Model Improvements* – to improve key components of the financial reporting model to enhance its effectiveness in providing information that is essential for decision making and assessing a government's accountability. (applicable for fiscal '26)
  - GASB 104, *Disclosure of Certain Capital Assets* – to provide users of government financial statements with essential information about certain types of capital assets (applicable for fiscal '26)
  - GASB 105, *Subsequent Events* (applicable for fiscal '27)

WHAT'S GOING ON IN THE ACCOUNTING & REGULATORY WORLD (continued)

Auditing

- Audit Standards (AICPA / GAGAS)
  - SAS 149, *Special Considerations* – audits of group financial statements (including the work of component auditors and audits of referred-to auditors) (applicable for fiscal '26)
  - SAS 150, *External Confirmations*, and SAS 151, *Auditor's Responsibilities Relating to Fraud* – strengthens and clarifies auditor responsibilities in external confirmation procedures and in detecting and responding to fraud (applicable for fiscal '28)

Regulatory

- Authorities Budget Office (ABO)
  - Regulation 26-01 issued 01/27/2026, *Appropriate Use of Executive Session*

ONONDAGA COUNTY OPPORTUNITY FUND CORPORATION

AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Board of Directors of the Onondaga County Opportunity Fund Corporation (the "Corporation") a not-for-profit corporation established under Section 1411 of the Not-For-Profit Corporation Law of the State of New York, on the 15th day of May, 2024.

Purpose

Pursuant to Article III, Section 10(c) of the Corporation's Bylaws, the purpose of the audit committee shall be to (1) assure that the Corporation's Directors fulfill their responsibilities for the Corporation's 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 Directors.

Powers of the Audit Committee

It shall be the responsibility of the Audit Committee to:

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

Composition of Committee and Selection of Committee Members

The Audit Committee is established as set forth in and pursuant to Article III, Section 10(c) of the Corporation's Bylaws. The Audit Committee shall be comprised entirely of "Independent Directors" (as such term is defined in the Bylaws). Members shall be elected by a plurality of votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting.

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

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 videoconference, so long as such method of attendance is in compliance with the Corporation's Bylaws and the Open Meetings Law. The Audit Committee may invite other individuals, such as management staff, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

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

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 Corporation.

A. Independent Auditors and Financial Statements

The Audit Committee shall:

- Recommend, compensate and oversee independent auditors retained by the Corporation 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 Corporation's independent auditor shall be prohibited from providing non-audit services.

- Review and approve the Corporation'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 Corporation'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 Corporation 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 staff of the Corporation or any persons having business dealings with the Corporation 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.

D. Other Responsibilities of the Audit Committee

The Audit Committee shall:

- Present annually to the Corporation's Board of Directors 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 Board of Directors of the Corporation. 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 Board of Directors approval for proposed changes.