



**ONONDAGA COUNTY**  
INDUSTRIAL DEVELOPMENT AGENCY

335 MONTGOMERY STREET, FLOOR 2M, SYRACUSE, NY 13202  
315.435.3770 • ECONOMICDEVELOPMENT@ONGOV.NET • ONGOVED.COM

**Governance Committee Meeting Agenda**  
**March 5, 2026**

Committee Members: Elizabeth Dreyfuss (Chair), Garard Grannell, Randy Wolken

Call to Order the Governance Committee Meeting of the Agency

A. Approval of Meeting Minutes: December 11, 2026

**Action Items:**

**1. Agency Policies**

Review the Agency's policies.

1. Defense and Indemnification Policy
2. Whistleblower Policy
3. Credit and Loan Policy
4. Code of Ethics and Conflict of Interest Policy
5. Compensation, Reimbursement and Attendance Policy
6. Local Access Policy
7. Investment Policy
8. Travel Policy
9. Procurement Policy
10. Property Disposition Policy
11. Real Property Acquisition Policy

**Committee Action Requested:**

- a. A recommendation of the Committee to present the policies to the Agency Board *with/without* comment for review and acceptance.

**Representative:** Alexis Rodriguez, Secretary

**2. Agency Bylaws**

Review the Agency's Bylaws.

**Committee Action Requested:**

- a. A recommendation of the Committee to present the Bylaws *with/without* comment to the Agency Board for review and acceptance.

**Representative:** Alexis Rodriguez, Secretary

**3. Governance Committee Charter**

Review the Committee Charter.

**Committee Action Requested:**

- a. A recommendation of the Committee to present the Governance Committee Charter to the Agency Board *with/without* comment for review and acceptance.

**Representative:** Alexis Rodriguez, Secretary

**4. Audit Committee Charter**

Review the Committee Charter.

**Committee Action Requested:**

- a. A recommendation of the Committee to present the Audit Committee Charter to the Agency Board *with/without* comment for review and acceptance.

**Representative:** Alexis Rodriguez, Secretary

**Adjourn**



**Governance Meeting Minutes  
December 11, 2025**

A Governance Committee meeting of the Onondaga County Industrial Development Agency was held on Thursday, December 11, 2025, at 335 Montgomery Street, Floor 2M, Syracuse, New York.

Patrick Hogan called the meeting to order at 9:14 AM with the following in attendance:

**PRESENT:**

Patrick Hogan  
Elizabeth Dreyfuss

**ABSENT:**

Garard Grannell

**ALSO PRESENT:**

Robert Petrovich, Executive Director  
Nate Stevens, Treasurer  
Alexis Rodriguez, Secretary  
Evan Carter, Assistant Secretary  
Robert Schoeneck, Assistant Treasurer  
Jeffrey Davis, Esq., Agency Counsel  
Amanda Fitzgerald, Esq., Agency Counsel

**Approval of Meeting Minutes: January 9, 2025**

Upon motion by Elizabeth Dreyfuss, seconded by Patrick Hogan, the Committee approved the Governance Committee meeting minutes of January 9, 2025. Motion was carried.

**Action Items:**

**1. Governance, Finance, Audit Committee Charters**

Alexis Rodriguez noted that there were no changes made to the Charters from the previous year and the Charters were circulated to all the Committee members in advance of the meeting.

Patrick Hogan read the Agency action, “A resolution of the Committee to transmit the Committee Charters without comment to the Agency Board for review and approval.” Motion was made by Elizabeth Dreufuss, seconded by Patrick Hogan. Motion was carried.



**2. Board Self-Evaluations' Summary**

A. Rodriguez noted that the evaluations were circulated and all members responded.

Patrick Hogan read the Action action of “A resolution of the Committee to transmit the Board self-evaluations’ summary without comment to the Agency Board for review and approval.” Motion was made by Elizabeth Dreufuss, seconded by Patrick Hogan. Motion was carried.

Motion to adjourn was made by Elizabeth Dreyfuss and seconded by Patrick Hogan at 9:15 AM.

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Alexis Rodriguez, Secretary



## DEFENSE AND INDEMNIFICATION POLICY

This Defense and Indemnification Policy is adopted in accordance with Section 2824 of the Public Authorities Act and applies to all members, officers and employees of the Onondaga County Industrial Development Agency (the “Agency”).

The Agency shall indemnify all members and each officer and employee, and each other person authorized to act for it on its behalf, against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them as a consequence of their being made a party to or being threatened to be made a party to any threatened, pending or contemplated civil or administrative action, suit or proceeding, by reason of their being or having been a member or officer of the Agency and in the performance of their duties to the extent authorized by the Board.

The Agency shall not indemnify any member, officer, employee, or any other person authorized to act for it on its behalf, in such cases where they are adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties or adjudged to have not acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Agency and its members.

If a member or officer claims reimbursement or indemnification hereunder based upon settlement of a matter, they shall be indemnified only if the Board (with any member seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of the Agency and, if a majority of the members request it, such approval is based on an opinion of independent counsel supporting the propriety of such indemnification and reimbursement.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights such member or officer may have. The Board shall notify all members that it has approved an indemnification payment at least ten (10) days prior to making such payment.

The Agency shall maintain full Directors and Officers liability insurance coverage toward that end.



## WHISTLEBLOWER POLICY

It is the responsibility of all Onondaga County Industrial Development Agency (the “Agency”) members, officers and employees to comply with the Agency’s Code of Ethics and to report violations or suspected violations in accordance with this Whistleblower Policy. It is the policy of the Agency to afford certain protections to individuals who in Good Faith report violations of the Agency’s Code of Ethics or other instances of potential Wrongdoing within the Agency. This Policy is set forth to encourage and enable members, officers and employees to raise concerns in Good Faith within the Agency and without fear of retaliation or adverse employment action.

### **Definitions**

“Good Faith”: Information concerning potential Wrongdoing is disclosed in “Good Faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential Wrongdoing.

“Agency Employee”: All board members, and officers and staff employed at the Agency whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

“Whistleblower”: Any Agency Employee who in Good Faith discloses information concerning Wrongdoing by another Agency Employee, or concerning the business of the Agency itself.

“Wrongdoing”: Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Agency Employee that relates to the Agency.

“Personnel Action”: Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

### **Section I: Reporting Wrongdoing**

All Agency Employees who discover or have knowledge of potential Wrongdoing concerning board members, officers, or employees of the Agency; or a person having business dealings with the Agency; or concerning the Agency itself, shall report such activity in accordance with the following procedures:

- a) The Agency Employee shall disclose any information concerning Wrongdoing either orally or in a written report to the Agency’s ethics officer or general counsel.

- b) All Agency Employees who discover or have knowledge of Wrongdoing shall report such Wrongdoing in a prompt and timely manner.
- c) The identity of the Whistleblower and the substance of their allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential Wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.
- e) Should an Agency Employee believe in Good Faith that disclosing information within the Agency pursuant to Section 1(a) above would likely subject them to adverse Personnel Action or be wholly ineffective, the Agency Employee may instead disclose the information to State entity.

## **Section II: No Retaliation or Interference**

No Agency Employee shall retaliate against any Whistleblower for the disclosure of potential Wrongdoing, whether through threat, coercion, or abuse of authority; and, no Agency Employee shall interfere with the right of any other Agency Employee by any improper means aimed at deterring disclosure of potential Wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- a) No Agency Employee who in Good Faith discloses potential violations of the Agency's Code of Ethics or other instances of potential Wrongdoing, shall suffer harassment, retaliation or adverse Personnel Action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential Wrongdoing will be thoroughly investigated by this Agency.
- c) Any Agency Employee who retaliates against or had attempted to interfere with any individual for having in Good Faith disclosed potential violations of this Agency's Code of Ethics or other instances of potential Wrongdoing is subject to discipline, which may include termination of employment.
- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.



## POLICY PROHIBITING EXTENSION OF CREDIT TO BOARD MEMBERS, OFFICERS AND EMPLOYEES

Pursuant to Section 2824(5) of the New York State Public Authorities Law, the Board of the Onondaga County Industrial Development Agency (the “Agency”) shall not directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit or renew an extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Agency. No officer, director or employee of the Agency shall accept or arrange for any loan or extension of credit from the Agency or any affiliate of the Agency.

Adopted: [\_\_\_\_\_], 2025



## CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

### ARTICLE I. PURPOSE AND CONSTRUCTION

The Citizens of Onondaga County expect the highest degree of conduct from the Onondaga County Industrial Development Agency officers, staff and members. The members of the Agency recognize that there must be rules of ethical conduct for its officers, employees and appointed officials to observe if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Agency. It is the purpose of this Code of Ethics and Conflict of Interest Policy to promulgate these rules of ethical conduct for the officers, employees and members of the Agency. These rules shall serve as a guide for official conduct of such officers, employees and members.

### ARTICLE II. DEFINITIONS

#### Section 2.1.

Unless otherwise specifically indicated, for purposes of this Code of Ethics, the following terms shall have the following meanings:

- a. "Agency" means the Onondaga County Industrial Development Agency.
- b. "Appropriate body" pursuant to Article 18 of General Municipal Law means the Board of Ethics of the County.
- c. "Child" means any son, daughter, step-son or step-daughter of an Agency officer, employee or member if such child is under 18 or is a dependent of the officer, employee or member as defined in the Internal Revenue Code Section 152(a)(1) and (2) and any amendments thereto.
- d. "Conflict of Interest" means a situation in which the financial, familial, or personal interests of an officer, employee or member come into actual or perceived conflict with their duties and responsibilities with the Agency. Perceived conflicts of interest are situations where there is the appearance that an officer, employee or member can personally benefit from actions or decisions made in their official capacity, or where an officer, employee or member may be influenced to act in a manner that does not represent the best interests of the Agency. The perception of a conflict may occur if circumstances would suggest to a reasonable person that an officer, employee or member may have a conflict.

- e. "County" means the County of Onondaga.
- f. "Interest" means a direct or indirect pecuniary or material benefit accruing to an Agency officer, employee or member, his or her spouse, or child whether as the result of a contract with the Agency or otherwise. For the purpose of this Code of Ethics, an Agency officer, employee or member shall be deemed to have an interest in the contract of (i) his/her spouse and children, except a contract of employment with the Agency; (ii) a firm, partnership or association of which such officer, employee or member or his/her spouse or child is a member or employee; (iii) a corporation of which such officer, employee or member, or his/her spouse or child is an officer or director; and (iv) a corporation of which more than 5% of the outstanding capital stock is owned by an officer, employee or member, or his/her spouse or child.
- g. "Relative" means a spouse or child of an Agency officer, employee or member.
- h. "Spouse" means the husband or wife of an officer, employee or member subject to the provisions of this Code of Ethics unless legally separated from such officer, employee or member.

### **ARTICLE III. CODE OF ETHICS**

There is hereby established and adopted a code of ethics containing the following standards of conduct for officers, employees and members of the Agency.

#### **Section 3.1.**

A. **Conflict of Interest.** No officer, employee or member of the Agency should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, that may reasonably conflict with the proper discharge of their duties in the public interest.

B. **Impressions.** No officer, employee or member of the Agency should by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position or influence of any party or person. An officer or employee or member of the Agency should endeavor to pursue a course of conduct, which will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust.

C. Receipt or Benefit. No officer, employee, or member of the Agency shall use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others, including directly or indirectly soliciting, accepting or agreeing to accept any benefit from another person upon an agreement that their vote, opinion, judgment, action, decision or exercise of discretion as an Agency officer, employee or member will thereby be influenced. A donation to a person seeking public or party office or to a committee supporting the efforts of such person shall not be considered such a benefit hereunder.

D. Confidential Information. No officer or employee or member of the Agency shall disclose information which is lawfully confidential and acquired by them in the course of their official duties or use such information to further their personal interests.

E. Representation before the Agency. An officer, employee or member of the Agency shall not receive or enter into any agreement, express or implied, for compensation or benefit to themselves or a relative, directly or indirectly, for services to be rendered in relation to any matter before the Agency.

F. Disclosure of interest in any Agency Contract. To the extent that they know thereof, any officer, employee or member of the Agency who has any interest in any contract or agreement of the Agency shall make prior disclosure in writing to the Chairman of the Agency and to the Agency's Counsel and shall withdraw from participation in any Agency process with respect thereto, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.

G. Partnership, unincorporated association or corporation. No partnership or unincorporated association of which an Agency officer, employee or member is a member or employee or in which he or she has a proprietary interest, nor any corporation of which an Agency officer, employee or member is an officer or director or legally or beneficially owns or controls more than five percent (5%) of the outstanding stock, shall appear before the Agency without full disclosure to the members, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.

H. Investments in conflict with official duties. (i) An officer, employee or member shall not invest or hold any investment directly or indirectly in any financial, business, commercial or other private endeavor or entity, based upon information available through their official position that could create a conflict between their Agency duties and interests and their private interests; (ii) No officer or employee or member of the Agency shall engage in any transaction as representative or agent of the Agency with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties.

I. Private employment or services. An officer, employee or member shall not engage in, solicit, negotiate for or promise to accept employment or render services for private interests

when such employment or service creates a conflict of interest with or impairs the proper discharge of official Agency duties. In the event such a conflict arises with respect to a member, they shall notify the Chairman of the Agency of same and withdraw from participation in any Agency process with respect thereto.

J. Future employment. For a period of two (2) years after the termination of service or employment with the Agency, no former Directors or employees, on his or her own behalf, or as an employee, agent or representative of another may apply to or appear before or conduct business with respect to the Agency.

K. Outside Employment. No employee may engage in outside employment if such employment interferes with their ability to properly exercise their official duties with the Agency. An officer, employee or member shall disclose in writing to the members any offer of employment received from any person, firm or corporation which, to the knowledge of such officer, employee or member, is furnishing or seeking to furnish goods or services to the Agency, if such officer, employee or member has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, employee or member enters into negotiations for such employment. Such disclosure must be made whether or not such offer and negotiations are verbal or written and whether or not the offer is accepted.

L. Sale of Goods or Services. No officer or employee or member of the Agency employed on a full-time basis nor any firm or association of which such Agency member, officer or employee is a member nor corporation, a substantial portion of the stock of which is owned or controlled directly or indirectly by such member, officer or employee, should sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the Agency.

M. Gifts. Officers, employees and members shall not accept or receive any gifts or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business; or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Agency.

N. Professional Responsibility. Officers, employees and members shall manage all matters within the scope of the Agency's mission independent of any other affiliations or employment. Officers, employees and members employed by more than one government shall strive to fulfill their professional responsibility to the Agency without bias and shall support the Agency's mission to the fullest.

## ARTICLE IV. IMPLEMENTATION OF CODE OF ETHICS

### Section 4.1: Ethics Officer

The board may designate an Ethics Officer, who shall report to the board and have the following duties:

- a. Counsel in confidence Agency directors and employees who seek advice about ethical behavior.
- b. Receive and investigate complaints about possible ethics violations.
- c. Dismiss complaints found to be without substance.
- d. Prepare an investigative report of their findings for action by the Executive Director or the board.
- e. Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts or gratuities.

### Section 4.2: Conflict of Interest Procedures

A. Duty to Disclose: All material facts related to the Conflict of Interest shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the Agency.

B. Determining Whether a Conflict of Interest Exists: The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a Conflict of Interest how to proceed.

C. Recusal and Abstention: No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when they know or have reason to know that the action could confer a direct or indirect financial or material benefit on themselves, a relative, or any organization in which there is an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

D. Records of Conflicts of Interest: The minutes of the Agency's meetings during which a perceived or actual Conflict of Interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the Conflict of Interest was resolved.

## ARTICLE V. PENALTIES

In addition to any penalty contained in any other provision of law, an Agency officer, employee or member who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Amended: [\_\_\_\_], 2025



## COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

The Onondaga County Industrial Development Agency (the “Agency”) shall contract with the County of Onondaga for the Agency’s staff, including its Executive Director upon terms and conditions mutually agreeable between the Agency and the County of Onondaga

The Executive Director shall attend all meetings of the members of the Agency and be available as required to perform the operations of the Agency and as set forth within the By-Laws, as may be amended, restated or revised from time to time by the Members of the Agency. The Members and Officers of the Agency shall put forth their best efforts to perform their respective duties as set forth within the By-Laws and Committee Charters, as each may be amended, restated or revised from time to time by the Members of the Agency.

The Agency’s staff shall be reimbursed for expenses incurred for the benefit of the Agency as approved by the Agency.

Members of the Agency shall receive no compensation for their services to the Agency, but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of their duties.

All reimbursements for expenses shall be reviewed and approved by the Executive Director. However, if the Executive Director is seeking reimbursement allowed herein, such reimbursement shall be reviewed and approved by the Treasurer.



## LOCAL ACCESS POLICY

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.

All projects of the Agency will be subject to monitoring by the Agency. Noncompliance may result in the revoking and/or recapture of all benefits extended to the project by the Agency.

### **Definitions**

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 (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.

### **Waivers**

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. Should a company require a waiver of the local access policy, the Board requests that the company make good faith efforts to use New York based companies prior to reaching outside the state for services.

### **Waiver Process**

The project Applicant will submit in writing a request for a waiver to the Executive Director of the Agency. Said request will clearly and comprehensively explain and reliably verify the need for the waiver. The company shall then provide proof to the Executive Director of diligent efforts to secure labor within the local labor area. The company must provide proof directly from local companies that the labor is not available in the local labor area. The Executive Director will submit the verified waiver request to the Board Chair and the agency attorney for review and shall approve or disapprove waivers.



## INVESTMENT POLICY

### I. Purpose

1. The purpose of establishing this investment policy is to develop comprehensive investment guidelines which detail the Agency's operative policy and instructions to officers regarding the investing, monitoring, and reporting of funds.

2. Funds include all moneys and financial resources available for investment. The officers will be guided by this Investment Policy in managing the short and long-term investments of the Agency's available cash.

### II. Objectives

The Agency's primary investment objectives are:

**Legal.** To conform to all applicable federal, state and other legal requirements. This relates both to the types of eligible investments and the requirements for adequate collateral to provide insurance for all investments.

**Preservation.** To preserve principal. Safety considerations include: 1) FDIC coverage, 2) written third party collateral agreements with local Banking Depositories and 3) statutory guidelines which govern the types of investments allowed by public benefit corporations.

**Liquidity.** To provide sufficient cash to meet all operating and debt service requirements.

**Yield.** To select investments, which will generate the highest return.

### III. Standard of Prudence

The officers of the Agency shall seek to act responsibly as a custodian of the public trust and shall avoid any transaction that might impair public confidence to govern effectively. The officers of the Agency shall act in accordance with written procedures and policies and exercise due diligence as investment officials:

### IV. Internal Controls

The officers are responsible for establishing and maintaining an internal control structure to provide reasonable assurance that:

- a. deposits and investments are safeguarded against loss from unauthorized use or disposition;
- b. transactions are executed in accordance with management's authorization;

- c. transactions are recorded properly;
- d. transactions are managed in compliance with applicable laws and regulations governing public funds.
- e. quarterly financial reports shall be shared with the Members regarding financial assets, investments held by the Agency and the selection of investment bankers, brokers, agents, dealers or auditors; and
- f. Investment Report: Within 90 days of the end of each fiscal year an audit of the agency will be performed. The audit documents will include an analysis of the assets of the Agency, including an investment report, investment guidelines and amendments thereto, investment income record and list of total fees, commissions or other charges paid to each investment banker, broker, agent, dealer and adviser rendering investment associated services to the Agency.

## **V. Designation of Depository and Custodian**

- 1. The Agency shall authorize one or more bank or trust company for deposit of Agency funds (each an “Authorized Depository”).
- 2. Each Authorized Depository shall follow New York State GML regarding all cash and financial assets of the Agency.
- 3. The Agency may turn over the physical custody and safekeeping of the evidences of investments made pursuant to Section 11(4) of the General Municipal Law, Generally, Section 11(4) of the General Municipal Law allows the following types of entities to act as custodians of Agency investments:
  - a. any bank or trust company incorporated in the State of New York;
  - b. any national bank located in the State of New York; and
  - c. any private banker duly authorized by the New York State Superintendent of Banks to engage in business in New York State which maintains a permanent capital of not less than one million dollars in New York State.

## **VI. Collateralizing Deposits**

All deposits of the Agency in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured by eligible collateral. Eligible collateral consists of any one, or combination, of the following:

- a. “eligible securities” with an aggregate market value as provided by GML § 10, equal to the aggregate amount of deposits;
- b. eligible surety bond for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by a qualified insurance company; and
- c. eligible letter of credit as security for the payment of 140% of the aggregate amount of deposits.

- d. irrevocable letter of credit issued by a qualified federal home loan bank.

All securities pledged to secure deposits shall be held by a third-party bank or trust company and shall be held pursuant to a written Custodial Agreement. In order to provide the Agency with a perfected security interest the Custodial Agreement must contain all the necessary provisions, including the following,

- a. a security provision providing that the collateral is being pledged by the bank or trust company as security for the public deposits. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events that will enable the Agency to exercise its rights against the pledged securities;
- b. that the securities held by the authorized bank or trust company, as agent of and custodian for the Agency, shall be placed separate and apart from the general assets of the custodial bank or trust company. They will not, in any circumstances, be commingled with or become part of the security for any other deposit or obligations;
- c. that the custodian shall confirm the receipt, substitution or release of the securities held on behalf of the Agency;
- d. that the types of collateral used to secure Agency deposits must be in accordance with the most current legislation authorizing various types of collateral and approved by the Agency;
- e. that the Agency requires an annual update on third party collateral security;
- f. that the Agency prohibits use of a sub-custodian and
- g. that the Custodian Bank must be a member of the Federal Reserve Bank.

## **VII. Purchase of Investments**

1. The officers are authorized to contract for the purchase of investments to achieve the objectives of the investment policy. The officers are authorized to contract for the purchase of all securities and execute contracts for Repurchase Agreements and Certificates of Deposit on behalf of the Agency.

2. All investments will be purchased through, delivered to, and held in the custody of an authorized depository. In determining the qualification of any investment banker, broker, agent, dealer or other investment advisor and agent, the Agency shall take into consideration, among any other relevant factors, the quality, reliability, experience, capitalization and size of such entity.

3. Diversification of Investments: It is the policy of the Agency to diversify its investments with regard to maturity schedule, types of investment and entities with which the Agency transacts business.

4. The Agency may invest in accordance with the General Municipal Law. Generally, the General Municipal Law authorizes the following types of investments:

- a. Special time deposit accounts in an authorized banking depository or trust company secured in the same manner prescribed by General Municipal Law (“GML”) § 10;
- b. Certificates of Deposit;
- c. Obligations of the United States of America;
- d. Obligations guaranteed by agencies of the United States of America, where the payment of principal and interest is guaranteed by the United States of America; and
- e. Obligations of the State of New York.

## VIII. INVESTMENT CONTRACTS

The Agency shall enter into written contracts pursuant to which investments are made.

A written contract is not required if the Agency shall by resolution determine that a written contract is not practical or that there is not a regular business practice of written contracts with respect to a specific investment or transaction, in which case the Agency shall adopt procedures covering such investment or transaction.

Such contracts and procedures shall include provisions:

- a. deemed necessary and sufficient to secure in a satisfactory manner the Agency’s financial interest in each investment;
- b. covering the use, type and amount of collateral or insurance for each investment;
- c. establishing a method for valuation of collateral, and procedures for monitoring the valuation of such collateral on a regular basis; and
- d. for the monitoring, control, deposit and retention of investments and collateral which shall include, in the case of a repurchase agreement, a requirement that the obligations purchased be physically delivered for retention to the corporation or its agent (which shall not be an agent of the party with whom the corporation enters into such repurchase agreement), unless such obligations are issued in book-entry form, in which case the corporation shall take such other action as may be necessary to obtain title to or a perfected security interest in such obligations.



## TRAVEL POLICY

*The Executive Director reviews and authorizes all travel regarding Agency business. Officers of the Agency may conduct travel to support the mission of the Agency.*

### **Allowable Expenses**

1. Agency officers are authorized to procure travel as needed to conduct Agency business.
2. Conference registrations, trainings, meetings, awards at recognition ceremonies and associated refreshments and lodging.
3. When advancing the mission of the Agency, allowable expenses include meals and refreshments, catering services, facility rental, transportation, lodging, and entertainment.

**\*\*For any allowable expense, an officer of the Agency may be reimbursed if their private funds were utilized.\*\***

1. Privately owned vehicle mileage will be at the rate allowed by the IRS.



## PROCUREMENT POLICY

The Onondaga County Industrial Development Agency is required to adopt internal policies and procedures governing all procurement of goods and services which are not required to be made pursuant to the competitive bidding requirements of Section 103 of the General Municipal Law or of any other general, special or local law and which are paid for by the Agency for its own use and account.

### I.METHODS FOR PROCUREMENT

- A. 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.
- B. For the procurement of goods and services with value greater than \$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 Agency) from those who respond to the request for quotations.
- C. Notwithstanding anything contained herein to the contrary, procurements made pursuant to (i) General Municipal Law, Section 103(3) (through county contracts); (ii) General Municipal Law, Section 104 (through state contracts); (iii) State Finance Law, Section 175-b (from agencies for the blind or severely handicapped); and (iv) Correction Law, Section 186 (articles manufactured in correctional institutions) shall be exempt from the procurement procedures herein.
- D. 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 all involved parties shall be agreed to and implemented.
- E. In accordance with the General Municipal Law, the Agency may award a contract to a single source if there are urgent needs or unforeseen circumstances that make it impractical to seek multiple quotes. Additionally, if a vendor's extensive experience with a specific project is considered highly beneficial for the Agency, that vendor may be chosen exclusively. Factors justifying the selection of a vendor other than the lowest bidder can include expertise, delivery timelines, quantity requirements, and previous performance.
- F. Documentation is required of each action taken in connection with each procurement.

**II. PROFESSIONAL SERVICES**

- A. For professional services exclusive to the Agency, the form of procurement will be a written statement of requirements provided by the Agency, distributed in the form of a request for professional services with responses to be in the form of a written proposal including the acknowledgement of each Agency requirement and the means by which that requirement will be fulfilled. The award of the purchase of professional services will be in the form of a resolution of the Agency designating a specific provider for professional services.
- B. It is policy of the Agency to permit the sole source of legal services contracts for bond counsel and special counsel in the event of conflicts of interest by general counsel.

**III. LOCAL PREFERENCE**

- A. It is the policy of the Agency that to the extent practicable to use suppliers of goods and services within Onondaga County as the provider of services to the Agency. Every effort will be made to include vendors within the County on any contact list in any procurement process.

**IV. 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.

**V. APPOINTMENT OF A PURCHASING OFFICER**

- A. It is the policy of the Agency to appoint a Purchasing Officer. The Purchasing Officer will be responsible for sourcing equipment, goods and services and managing the vendors of the Agency. In the event the Purchasing Officer is unable to fulfill their duties, the Executive Director of the Agency has the authority to appoint a Purchasing Officer.



## PROPERTY DISPOSITION GUIDELINES

### ARTICLE 1. DEFINITIONS

For the purposes of these Guidelines, unless a different meaning is required by the context:

Section 1.1 "Contracting Officer" shall mean an officer of the Agency who is responsible for the disposition of property.

Section 1.2 "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with Section 2897 of the Public Authorities Law.

Section 1.3 "Property" shall mean personal property in excess of \$5,000 in value, real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

### ARTICLE 2. DUTIES

Section 2.1 The Agency shall:

(a) maintain adequate inventory controls and accountability systems for all property under its control;

(b) periodically inventory such property to determine which property shall be disposed of;

(c) publish, not less frequently than annually, a report listing all real property of the Agency. Such report shall include a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Agency and the name of the purchaser for all such property sold by the Agency during such period;

(d) transfer or dispose of such property in accordance with Section 2897 of the Public Authorities Law.

(e) review and approve these guidelines annually and file with the Comptroller, the director of the budget, the commissioner of general services, the legislature and the authorities budget office a copy of the most recently reviewed and approved guidelines by March 31 of each year.

### ARTICLE 3 DISPOSITION OF PROPERTY

Section 3.1 Supervision and Direction. Except as otherwise provided herein, the Contracting Officer shall have supervision and direction over the disposition of property of the Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.

Section 3.2 Custody and Control. The custody and control of the property of the Agency, pending its disposition, and the disposal of such property, shall be performed by the Agency or by the Commissioner of General Services when so authorized under this section.

Section 3.3 Method of Disposition. Subject to Section 2896 of the Public Authorities Law, the Agency may dispose of its property for not less than the fair market value of such property by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Contracting Officer deems proper, and it may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, that no disposition of real property or any interest in real property, shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction, and, provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.

Section 3.4 Sales by the Commissioner of General Services. When it shall be deemed advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner of General Services where under such Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency and the Commissioner of General Services. In disposing of any such property of the Agency, the Commissioner of General Services shall be bound by the terms of this section and references to the Contracting Officer shall be deemed to refer to such Commissioner.

Section 3.5 Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Agency, purporting to transfer title or any other interest in property of the Agency under these Guidelines shall be conclusive evidence of compliance with the provisions hereof insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

Section 3.6 Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

(a) All disposals or contracts for disposal of property of the Agency made or authorized by the Contracting Officer shall be made after publicly advertising for bids except as provided in Section 3.6(c) and (f).

(b) Whenever public advertising for bids is required under Section 3.6(a):

(i) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property.

(ii) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(iii) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the state, price and other factors considered; provided, that all bids may be rejected when it is in the public interest to do so.

(c) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to Section 3.6(a) and (b) but subject to obtaining such competition as is feasible under the circumstances, if:

(i) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under Section 3.6(a) and (b), would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

(ii) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000.00);

(iii) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(iv) the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(v) under those circumstances permitted by Section 3.7 hereof; or

(vi) such action is otherwise authorized by law.

(d) (i) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(A) any personal property which has an estimated fair market value in excess of \$15,000;

(B) any real property that has an estimated fair market value in excess of \$100,000, except that any real property disposed of by lease or exchange shall only be subject to clauses (C) and (D) of this subparagraph;

(C) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of \$15,000; or

(D) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(ii) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under Section 2896 of the Public Authorities Law not less than 90 days in advance of such disposal and a copy thereof shall be preserved in the files of the Agency.

Section 3.7. Disposal of property for less than fair market value.

(a) No asset owned, leased or otherwise in the control of the Agency may be sold, leased, or otherwise alienated for less than its fair market value except if:

(i) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;

(ii) the purpose of the transfer is within the purpose, mission or governing statute of the Agency; or

(iii) in the event the Agency seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Agency's mission, purpose or governing statutes, the Agency shall provide written notification thereof to the governor, the speaker of the assembly, and the temporary president of the senate, and such proposed transfer shall be subject to denial by the governor, the senate, or the assembly.

(b) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Agency board and the public:

(i) a full description of the asset;

(ii) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the board;

(iii) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;

(iv) a statement of the value to be received compared to the fair market value;

(v) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (iv) of this paragraph, a statement of the value to the private party; and

(vi) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

(c) Before approving the disposal of any property for less than fair market value, the Agency board shall consider the information described in paragraph b of this Section 3.7 and

make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.



## REAL PROPERTY ACQUISITION POLICY

### I. Purpose and Execution

Pursuant to Section 2824 of the Public Authorities Law the following policy (“Policy”) shall be applicable with respect to the acquisition of real property and any interests therein (“Real Property”) by the Agency.

### II. Acquisition of Real Property

Real Property may be acquired by purchase, lease or otherwise by the Agency for use, development, resale, leasing or other uses designated by the Agency. The purpose of each acquisition of Real Property by the Agency shall be to further one or more purposes of the Agency or for a purpose otherwise permitted under applicable state law.

### III. Review and Approval of Real Property Acquisitions

A. Prior to each acquisition of Real Property, Agency staff will conduct such due diligence as is appropriate in accordance with the particular circumstances of the proposed acquisition. Such due diligence may include, but is not limited to, Real Property appraisals and review and investigation of environmental, structural, title, pricing and other applicable matters.

B. Proposed acquisitions along with Agency staff due diligence shall be presented to the Members of the Agency for approval or other appropriate action.

C. Members of the Agency will evaluate proposed acquisitions of Real Property based upon the strategic fit of the property to the Agency’s goals.

D. A deed, bill of sale, lease, or other instrument executed by or on behalf of the seller of the Real Property and accepted by the Agency, purporting to transfer title or any other interest in property of the seller to the Agency in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantor or transferor who has received valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.



## 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 10<sup>th</sup> 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 10<sup>th</sup> 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.