

Notice of Annual Meeting

Oneida County Industrial Development Agency Annual Meeting of the Members
584 Phoenix Drive
Rome, NY 13441
Thursday, December 8, 2022
2:30 PM

To: The Board Members of the Oneida County Industrial Development Agency

Members of the public may listen to the Agency meeting by calling +1-408-418-9388, Access code: 263 279 10584 or attend in person. The Minutes of the Agency meeting will transcribed and posted on the OCIDA website.

The order of business at the Annual Meeting will be as follows:

1. Call Meeting to Order
2. Minutes from the 2021 Annual Meeting
3. Annual Report of the Corporation
4. Confirm and Nominate Officers for 2023
5. Ratify and Confirm Actions taken in 2022
6. Committee Reports
7. Old Business
8. New Business
9. Adjourn Meeting

Dated: November 28, 2022

Very truly yours,

Shawna Papale
Executive Director/Secretary

Agenda
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Draft

Minutes of the Annual Meeting of the
Oneida County Industrial Development Agency
December 17, 2021 at Mohawk Valley EDGE

584 Phoenix Drive, Rome, NY/Webex Video/Teleconference Due to COVID-19 Emergency

Members Present: David Grow, Steve Zogby, Kirk Hinman.

Members Present Webex: Mary Faith Messenger, Ferris Betrus, Eugene Quadraro.

EDGE Staff Present: Webex: Shawna Papale, Maureen Carney, William Van Shufflin, Jennifer Waters, Mark Kaucher, Tim Fitzgerald, and Laura Cohen.

Others Present Webex/Teleconference: Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Mark Levitt and Jenna Peppenelli, Levitt & Gordon; Genevieve Trigg, Barclay Damon.

Chairman D. Grow called the meeting to order at 10:00 AM.

The Agency reviewed the minutes from the 2020 Annual Meeting. **A motion to approve the 2020 Annual Meeting minutes was made by S. Zogby, seconded by F. Betrus, and carried, 6-0.**

The Agency received and reviewed the Annual Report of the Agency. The report was accepted as presented to the Agency.

The Agency received the slate of officers for 2022: David Grow, Chair; Michael Fitzgerald, Vice Chair; Mary Faith Messenger, Treasurer; Shawna Papale, Secretary/Executive Director and Jennifer Waters, Assistant Secretary. **A motion to Confirm and Nominate Officers for 2022, as presented, was made by S. Zogby, seconded by F. Betrus, and carried, 6-0.**

Chair Grow requested a motion to ratify and confirm the actions taken by the Agency during the 2021 year. **A motion to ratify and confirm the actions taken by the Agency during 2021 was made by K. Hinman, seconded by M. Messenger, and carried, 6-0.**

The Committees reported that they have exercised their duties for 2020.

There being no further business, **at 8:21 AM a motion to adjourn the meeting was made by K. Hinman, seconded by F. Betrus, and carried, 6-0.**

Respectfully Submitted,

Tim Fitzgerald

**ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL HOUSEKEEPING RESOLUTION
2022**

The Annual Meeting of Oneida County Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 8, 2022 at approximately 2:30 p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: To be inserted

ABSENT: To be inserted

THE FOLLOWING PERSONS WERE ALSO PRESENT: To be inserted

Thereafter, a regular meeting of the Agency was held and was convened in public session at the offices of the Agency located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 8, 2022 at approximately 2:30 p.m, local time.

PRESENT: To be inserted

ABSENT: To be inserted

THE FOLLOWING PERSONS WERE ALSO PRESENT: To be inserted

At said meeting convened on December 8, 2022, the following resolution was offered by _____ and seconded by _____, memorializing certain annual appointment and administrative actions taken at the Annual Meeting and at the regular meeting of the Agency dated December 8, 2022, to wit:

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND
ADMINISTRATIVE MATTERS OF THE AGENCY.**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law (“GML”) of the State of New York (the “State”), as amended, and Chapter 358 of the Laws of 1971 of the State, (hereinafter collectively called the “Act”), the Oneida County Industrial Development Agency was created as a public benefit corporation of the State; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves, ratifies and confirms the policies described in Schedule A.

(C) Confirms that the meeting held on December 8, 2022 constituted the annual meeting of the Agency as provided in the By-Laws of the Agency.

(D) Ratifies and confirms the Agency’s actions taken in 2022.

Section 2. The Agency hereby authorizes the Chairman and the Executive Director to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote by voice, which was unanimously accepted.

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) ss.:
COUNTY OF ONEIDA)

I, the undersigned Secretary of Oneida County Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meetings of the members of the Agency held on December 8, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of _____, 20__.

Shawna Papale, Secretary

SCHEDULE A
- SEE ATTACHED -

A-1

Confirmation of Regular Agency Meeting Schedule	2023 Meeting Calendar Attached as A-2
Officers of the Agency	David A. Grow, Chairman Michael Fitzgerald, Vice Chair Mary Faith Messenger, Treasurer Shawna Papale, Secretary Tim Fitzgerald, Assistant Secretary
Appointment of Executive Director	Shawna Papale
Contracted Staff Services	Mohawk Valley EDGE
Appointment of Agency Counsel	Levitt & Gordon, Esqs.
Appointment of Bond Counsel to the Agency	Bond, Schoeneck & King, PLLC
Approval and Confirmation of Agency Policies	Mission Statement Compensation, Reimbursement and Attendance Policy Code of Ethics Whistleblower Policy Investment Policy Disposition of Property Guidelines, Procurement Policy Travel Policy Recapture Policy Uniform Tax Exemption Policy Internal Control Policy Sale Leaseback Policy Projects Fee Schedule Travel and Discretionary Funds Policy Communications Policy Conflicts Policy Sexual Harassment Policy
Appointment of Contracting Officer	Shawna Papale, Executive Director
Appointment of FOIL Officer	Laura Cohen
Appointment of Governance Committee Members	David C. Grow, Chairman Michael Fitzgerald, Vice Chair Ferris Betrus, Jr. Eugene F. Quadraro Mary Faith Messenger Stephen R. Zogby Kirk Hinman
Appointment of Audit Committee Members	Michael Fitzgerald Mary Faith Messenger Ferris Betrus, Jr.
Appointment of Finance Committee Members	Michael Fitzgerald Mary Faith Messenger Ferris Betrus, Jr.

A-2 2023 Meeting Calendar

	OCIDA 22-23 Meeting Schedule					
	Current Date or standard Date					
Sep-22	16					
Oct-22	21					
Nov-22	18					
December	16					
		Hold special meeting in Jan or late Feb if necessary				
February	10	Hold special meeting in March if necessary				
March	30	Hold special meeting in April if necessary				
May	5					
June	16					
July	14					
August	18					
September	15					
October	20					
		Hold a special meeting in Nov in necessary				
December	8					

