

Syracuse Economic Development Corporation Annual Report 2018



Eric Ennis,
Executive Director
201 E. Washington Street 6th Floor
Syracuse, NY 13202
EEnnis@syr.gov.net

Table of Contents

Section 1: Organization and Mission

Mission Statement	3
Organizational Structure	4

Section 2: Operations and Metrics

Report on Operations and Accomplishments	5
Grow Syracuse Fund	7
Project Detail Listing	8

Section 3: Financial Report

2018 Budget	13
-------------	----

Section 4: Appendix

Appendix A <i>Organizational Chart</i>	14
Appendix B <i>Internal Control Report</i>	15
Appendix C <i>Internal Control Policy</i>	16
Appendix D <i>Organizational By Laws</i>	17
Appendix E <i>Code of Ethics</i>	27
Appendix F <i>Investment Policy</i>	29
Appendix G <i>Disposition of Property Policy</i>	35
Appendix H <i>Procurement Policy</i>	39
Appendix I <i>Travel Policy</i>	43
Appendix J <i>Indemnification Policy</i>	45
Appendix K <i>Attendance, Reimbursement, and Compensation Policy</i>	47
Appendix L <i>Duties and Responsibilities of Members and Officers</i>	48
Appendix M <i>Extension of Credit to Board Members and Officers</i>	49
Appendix N <i>Whistleblower Policy</i>	50

Section 1: Organization and Mission

Mission Statement

The goal of the Syracuse Economic Development Corporation (SEDCO) is to provide technical and financial assistance to businesses and other local economic development entities that operate in the City of Syracuse as a means of supporting business expansion and job creation.

SEDCO utilizes the following performance goals to measure SEDCO's success in achieving its mission:

- Direct loans to businesses operating in the City of Syracuse.

- Direct loan guarantees to businesses operating in the City of Syracuse.

- Technical assistance to business owners and local economic development entities operating in the City of Syracuse.

Purpose

SEDCO is a private not for profit local development corporation providing low cost, fixed asset financing for commercial businesses operating within the City of Syracuse. SEDCO loan proceeds may be used to finance a portion of the cost of the acquisition and rehabilitation of real property or purchases of machinery and equipment. Maximum loan amounts typically do not exceed \$125,000. Interest rate is determined by the geographic area of the project site and/or the residency of the applicant.



Organizational Structure

Board of Directors

Honora Spillane | President

Richard Driscoll | Vice President

Nicholas Petragnani | Treasurer

Sheena Solomon | Secretary

David Bottar

Benjamin Bunting

Stephen Gross

Hon. Michael Greene

David Mankiewicz

Michael Quigley

Katie Sojewicz



Executive Management

Eric Ennis | Executive Director

Phone: (315) 473-3275

Email: EEnnis@syrgov.net

John Vavonese | Chief Financial Officer

Phone: (315) 448-8081

Email: jvavonese@syrgov.net

Mackenzie Hughes, LLP | Counsel

Phone: (315) 422-1500

Website: <https://www.mackenziehughes.com/>

Grossman St. Amour CPA's, PLLC | Accountant

Phone: (315) 422-1391

Website: <https://gsacpas.com/>

*Note: Meeting attendance and minutes are available at: http://www.syrgov.net/SEDCO_Meetings.aspx

*Special thanks to Indaria Jones and Nicholas Turner for their contributions to this report.

Board Committees

Audit Committee

Richard Driscoll

David Mankiewicz

David Bottar

Governance Committee

Richard Driscoll

Nicholas Petragnani

Katie Sojewicz

Finance Committee

Benjamin Bunting

Hon. Michael Greene

Sheena Solomon

Loan Committee

Stephen Gross

Michael Quigley

Michael Rosanio

Sheena Solomon

*Note: Board President Serves as Ex-officio on all committees

Section 2: Operations and Metrics

Report on Operations and Accomplishments

Description of Authority's Operations:

SEDCO is a private not for profit local development corporation providing low cost, fixed asset financing for commercial businesses operating in the City of Syracuse. SEDCO loan proceeds may be used to finance a portion of the cost of the acquisition and rehabilitation of real property or purchases of machinery and equipment. In addition to low interest loans, SEDCO also partners with community based organizations to provide matching funds for various business improvement grant programs. Maximum loan amounts typically do not exceed \$125,000. The Corporation has a eleven member board of directors who serve at the pleasure of the Mayor of the City of Syracuse. The board meets on a monthly schedule and also holds meetings for its audit, finance, and loan committees on an as needed basis. The board is charged with reviewing applications for financial assistance, as well as providing oversight of the staff, finances, and overall operations of the agency.

The Corporation is staffed by an Executive Director, Chief Financial Officer, and additional support staff, who are also employees of the City of Syracuse Office of Neighborhood & Business Development. The Executive Director reports directly to the board and is charged with the administrative duties of the Corporation. The Chief Financial Officer also reports directly to the board and is responsible for the financial oversight of the Corporation.

Project Highlight: Water Street Bagel

SEDCO provided a direct loan to the new startup business venture, Water Street Bagel Company, which opened in September 2018. In partnership with NBT Bank, SEDCO provided \$100,000 to finance the purchase of machinery and equipment, as well as furniture to complete the renovation of the vacant retail storefront in the Hanover Square district of Downtown Syracuse. The project was part of a larger redevelopment of 239 East Water Street, which created two apartments and approximately 1200 square feet of new office space for a new architecture firm. The project also created 20 new jobs as part of the bagel shop.



Accomplishments:

During 2018, SEDCO experienced the highest level of loan activity and total development leveraged in over 10 years. The Syracuse Economic Development Corporation directly facilitated in several business startup and expansion projects across the city of Syracuse. SEDCO provides loans to both existing and start up businesses that are located or developing a project within the city of Syracuse. Loans are provided to projects with an interest rate at or below prime.

In total, 8 loans were completed by the corporation and led to successful development and commercial property improvements. These 8 projects totaled \$935,625 and leveraged a total of \$1,906,140 in total development. This number grows to \$1,595,625 and \$2,716,140 when you include the Grow Syracuse Fund (see page 8). When considering SEDCO's direct investments, it produces a total leverage ratio of 1:2. This means that for every \$1 invested by SEDCO, that investment is doubled and spurs greater economic activity in the city of Syracuse.

Report on Operations and Accomplishments *(continued)*

SEDCO also directly facilitated in several bridge loans that provided the financing necessary to complete projects awarded by Empire State Development. This includes two projects within the Restore NY Communities Initiative, which provided \$4.86 million to the City of Syracuse to invest in vacant properties on the City’s Northside. Two real estate projects were provided bridge loans to proceed with renovations. Upon completion, the projects will be reimbursed. Additionally, CNY Arts, Inc. was provided funds for a planning study to Arts and Entertainment District Planning in urban centers across the region. The project was awarded \$100,000 from the Central New York Regional Economic Development Council (REDC).

2018 also saw the completion of the final project within the Syracuse Main Street Program, with the demolition and site improvements at the Change of Pace restaurant located on the Grant Boulevard business corridor. The program, funded by Community Development Block Grants (CDBG) dollars from the City of Syracuse, supported façade improvements and site work for nine different addresses across two neighborhood business corridors.

Year Over Year Analysis:

In comparison to previous years, SEDCO experienced the highest level of loans closed in 2018, as well as amount capital invested in projects.

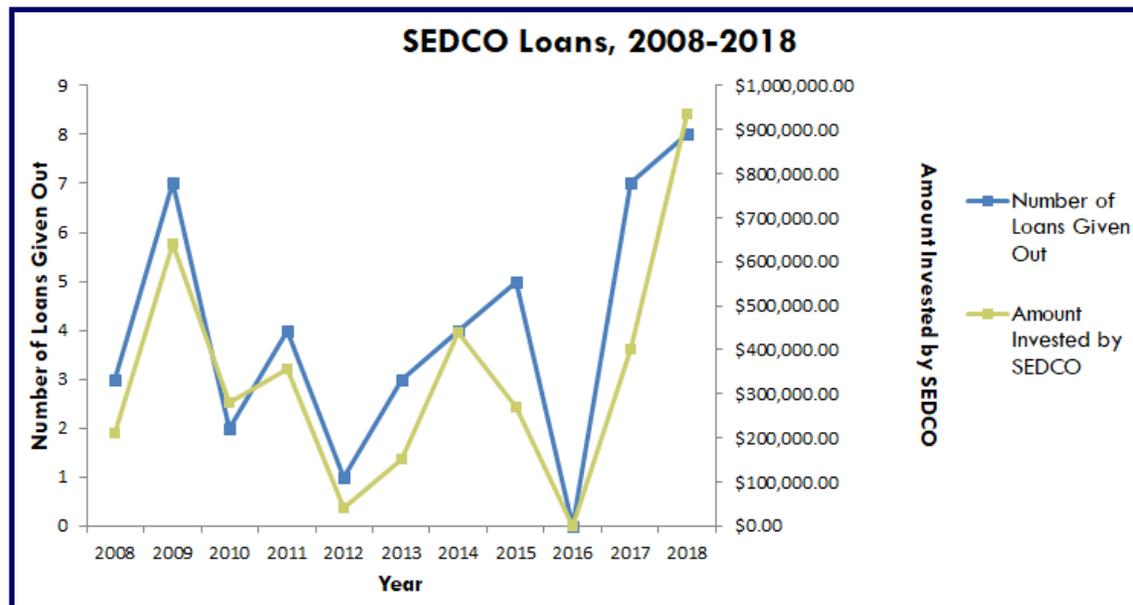
As displayed in Table A, 2018 witnessed the highest period of loan activity based on an annual basis dating back to 2008.

Project Highlight: 754 N. Salina Street

The renovation of 754-56 North Salina Street received a SEDCO bridge loan to finance the development while the project is underway. In 2018, the renovation was awarded a Restore New York grant from the City of Syracuse and Empire State Development (ESD), which is disbursed at completion. SEDCO funds are being used to facilitate renovation while the projects awaits disbursement from ESD. The project will result in 1,500 square feet of renovated retail space, with a single unit four-bedroom apartment upstairs, ideal for a large family on the Northside. Work will be complete in Summer 2019.



TABLE A



Grow Syracuse Fund

Program Summary

In partnership with the National Development Council (NDC), SEDCO invested in the Grow America Fund to establish a Small Business Administration (SBA) 7A loan program. In late 2017, an investment of \$500,000 by SEDCO led to the creation of \$2,000,000 in available capital financing for projects and firms located within the city of Syracuse. The fund, known as the 'Grow Syracuse Fund' is designed to support small business expansion opportunities that need financial assistance that exceeds SEDCO's typical lending criteria and maximum loan size. Projects that meet the SBA eligibility criteria can be considered for a loan through the Grow Syracuse Fund.

About NDC

The National Development Council is a national nonprofit established in 1969. NDC's work focuses on homes, jobs, and community. The Grow America Fund is a small business lending program administered by NDC. NDC operates as a community development lender to support the creation of jobs, preservation of affordable housing, and the expansion of eligible small businesses in underserved communities, particularly minority & women-owned businesses.

Program Contact:

Conor McCarthy | Loan Officer
National Development Council
CMcCarthy@ndconline.org



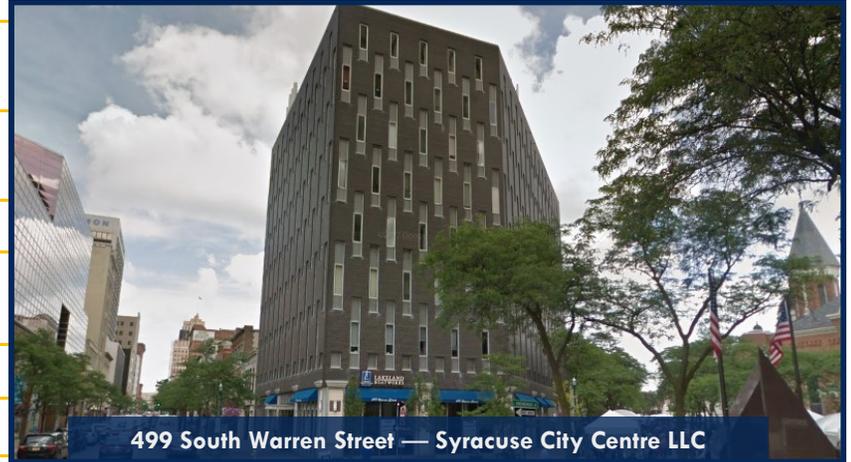
Project Highlight: Cueva Contract, Inc. dba Interior Innovations

As the first project of the Grow Syracuse Fund, SEDCO and NDC staff worked with the owner of Interior Innovations to purchase 1641 East Genesee Street (pictured) and relocate its headquarters to Syracuse from Utica, NY. The project received a loan of \$660,000 to directly facilitate the building acquisition and begin renovations. Interior Innovations will open its new showroom on the ground floor and plans to fully restore the historic building, designed by architect Ward Wellington Ward and once used as an automobile dealership. The project has been awarded funding from the Regional Economic Development Council (REDC) and recognized by the CenterState CEO in 2017 as the Minority/Women Owned Business of the Year. The project will create 15 additional jobs within in the city of Syracuse.



Operations and Metrics — Project Detail

499 Syracuse City Centre LLC	
Closing Date	2/6/18
Investment	499 South Warren Street
Investment	\$100,000.00
Square Feet	58,776
Total Development Cost	\$169,247.00
Retained Jobs	60
New Jobs	0
Construction Jobs	10
<p>This 8 story high rise received new capital upgrades including a new elevator. The building provides low cost commercial office space to small firms located in Downtown Syracuse. The building is in the heart of the growing technology sector and entrepreneurial growth taking place on Warren Street and immediately adjacent to the Syracuse Tech Garden.</p>	

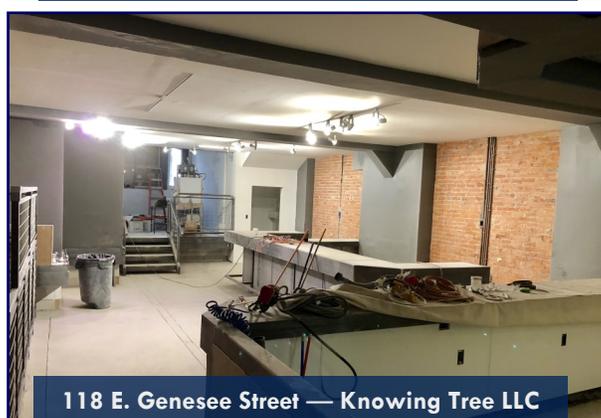


CNY Arts, Inc.	
Closing Date	9/12/18
Project Address	City-wide
Investment	\$100,000.00
Square Feet	n/a
Total Development Cost	\$323,000.00
Retained Jobs	4.5
New Jobs	0
Construction Jobs	0
<p>A regional planning study designed to improve arts and entertainment corridors in urban areas. The project is being funded with support from Empire State Development, with a bridge loan from SEDCO. The study is expected to be complete by the end of 2019.</p>	

Water Street Bagel Company, LLC	
Closing Date	7/16/18
Project Address	239 East Water Street
Investment	\$100,000.00
Square Feet	1,200
Total Development Cost	\$316,203.00
Retained Jobs	0
New Jobs	20
Construction Jobs	11
<p>A new startup retail venture in Downtown Syracuse to fill a vacant storefront in the Hanover Square District. The bagel shop is a tenant and part of a larger redevelopment that created 2 apartment units and commercial office space.</p>	

Operations and Metrics — Project Detail

Change of Pace	
Closing Date	7/19/18
Project Address	1802-06 Grant Boulevard
Investment	\$37,525.00
Square Feet	4,551
Total Development Cost	\$80,042
Retained Jobs	15
New Jobs	3
Construction Jobs	4
<p>Renovation and site improvements at the longtime bar and restaurant on the Grant Boulevard corridor. The project includes demolition of a longtime vacant residential structure and conversion of the land into additional parking, site enhancements, and improved traffic flow.</p>	

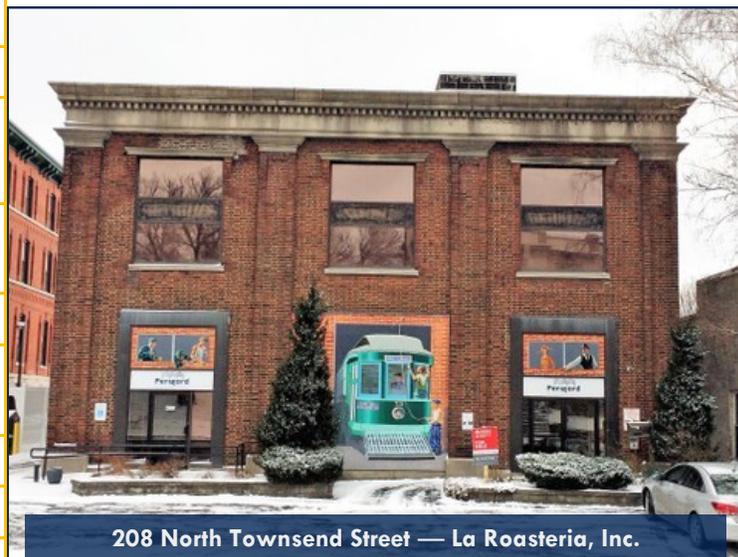


Knowing Tree LLC	
Closing Date	8/23/18
Project Address	118 East Genesee Street
Investment	\$125,000
Square Feet	1,670
Total Development Cost	\$397,948
Retained Jobs	0
New Jobs	12.5
Construction Jobs	8
<p>Renovation and buildout of a new restaurant in the Hanover Square District of Downtown Syracuse. The restaurant, planned to open in 2019, will be an open fire concept and filling a longtime vacant retail storefront.</p>	

Peaks Coffee Company Café LLC	
Closing Date	11/5/18
Project Address	1200 East Genesee Street / 505 Walnut Avenue
Investment	\$55,000.00
Square Feet	955
Total Development Cost	\$147,500.00
Retained Jobs	3
New Jobs	4
Construction Jobs	0
<p>The expansion and relocation of an existing coffee business from Cazenovia to Syracuse. The new storefront is located within the 505 on Walnut multi-unit mixed use building, and within a high traffic retail space within close proximity to Syracuse University.</p>	

Operations and Metrics — Project Detail

La Roasteria, Inc. dba Café Kubal	
Closing Date	9/6/18
Project Address	208 North Townsend Street
Investment	\$118,100
Square Feet	10,000
Total Development Cost	\$172,200
Retained Jobs	17
New Jobs	0
Construction Jobs	5
<p>The fast-growing coffee company Café Kubal has acquired a building on Syracuse's Northside for its administrative and roastery operations. The building is undergoing structural improvements including masonry, roofing, and HVAC system repairs. SEDCO provided a bridge loan after the project was awarded Restore NY funds from the City of Syracuse.</p>	



Tops NR, LLC	
Closing Date	10/15/18
Project Address	700 First North & Pond Streets
Investment	\$300,000.00
Square Feet	32,800
Total Development Cost	\$300,000.00
Retained Jobs	65
New Jobs	0
Construction Jobs	0
<p>Investment made in the Tops Grocery Store on the Northside to provide capital to assist with business operations.</p>	

Cueva Contact, LLC	
Closing Date	10/26/18
Project Address	1641 East Genesee Street
Investment	\$660,000.00
Square Feet	35,000
Total Development Cost	\$810,000
Retained Jobs	9
New Jobs	6
Construction Jobs	10
<p>The first project assisted through the Grow Syracuse Fund, involving the relocation of a WBE interior design firm from Utica and restoration of a historic building on the Syracuse's Eastside.</p>	

Operations and Metrics — Project Detail

Total Project Metrics <i>(including Grow Syracuse Fund)</i>	
Projects Closed	9
Total Capital Investment	\$1,595,625.00
Square Feet	144,952
Total Development Leveraged	\$2,716,140.00
Retained Jobs	173.5
New Jobs	45.5
Construction Jobs	48



2018 SEDCO Direct Projects — Loan Report

SEDCO Borrower	Project Address	Approved Loan Amount	Total Development Cost	Square Footage	Description	Construction Jobs	Job Creation / Retention
499 Syracuse City Centre, LLC	499 South Warren Street	\$ 100,000	\$ 169,247	58,776	Elevator purchase to retrofit office building in Downtown	10	60
CNY Arts, Inc.	City-wide Project	\$ 100,000	\$ 323,000	n/a	Entertainment and cultural district planning. CFA award from ESD	0	4.5
Water Street Bagel, Co.	239 East Water Street	\$ 100,000	\$ 316,203	1,200	Equipment purchase for opening of new bagel shop in Hanover Square	11	20
Change of Pace	1802 & 1806 Grant Blvd	\$ 37,525	\$ 80,042	4,551	Demolition and renovations to tavern as part of Syracuse Main Street Program	4	18
Knowing Tree LLC	118 East Genesee Street	\$ 125,000	\$ 397,948	1,670	Equipment purchase for opening of new restaurant in Hanover Sq.	8	12.5
Peaks Coffee Company Café LLC	1200 East Genesee Street / 505 Walnut Avenue	\$ 55,000	\$ 147,500	955	Relocation of a café into a mixed-use building, purchasing new equipment and furniture	0	7
La Roasteria, Inc.	208 North Townsend Street	\$ 118,100	\$ 172,200	10,000	Capital improvements related to a Restore NY award. Includes roofing, masonry repairs and HVAC system.	5	17
Tops NR, LLC	700 First North & Pond Streets	\$ 300,000	\$ 300,000	32,800	Retention of existing grocery store, Tops Markets LLC	0	65
Total		\$ 935,625	\$ 1,906,140	109,952		38	204

*Note: This table does not include Grow Syracuse Fund projects, only those loans performed directly by SEDCO.

Section 3: Financial Report

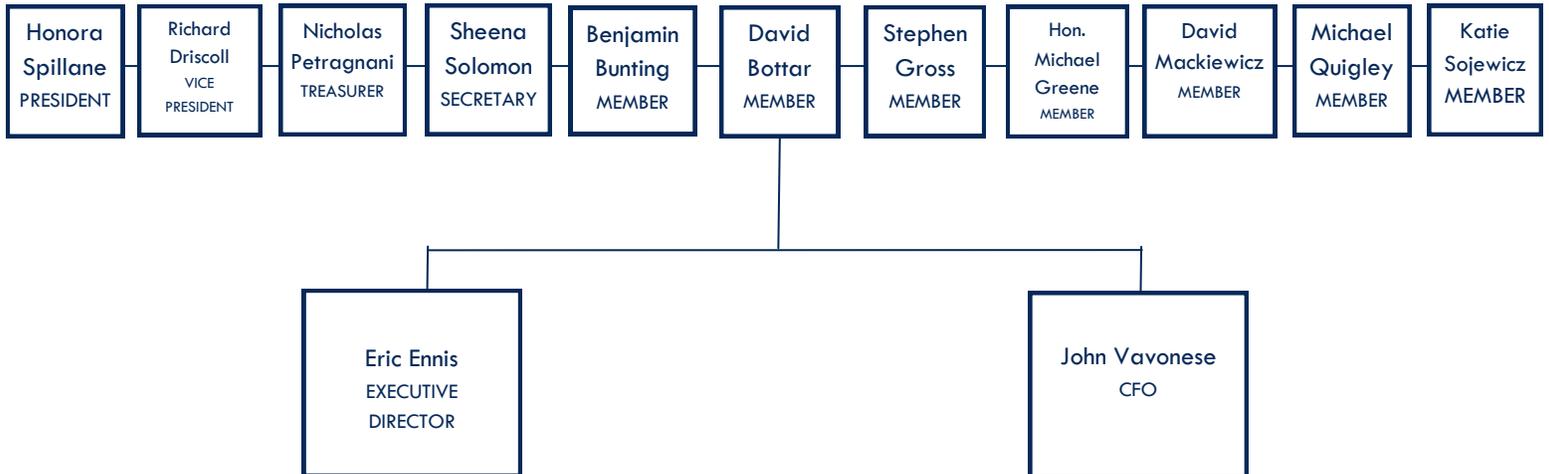
SYRACUSE ECONOMIC DEVELOPMENT CORPORATION					
APPROVED ANNUAL BUDGET					
FISCAL YEAR ENDING DECEMBER 31, 2018					
		2016	2017	2017	2018
		Actual	Budget	Projected	Budget
MISC INCOME		10,000	-	-	-
GRANT INCOME		31,000	16,500	23,315	-
BANK INTEREST INCOME		1,401	1,400	1,400	1,400
CD INTEREST INCOME - SCFCU		1	-	1	1
INTEREST INC. SCFCU SECONDARY		3,000	3,000	3,000	3,000
LOAN INTEREST INCOME - UNREST		81,883	76,425	68,864	70,305
LOAN LATE FEE		753	350	380	350
LOAN INTEREST INCOME - CD REST		8	-	-	-
INTEREST INCOME - DEYS		148,809	144,871	144,871	140,814
LOAN CLOSING LEGAL FEE		-	100	-	100
TOTAL REVENUE		276,855	242,646	241,831	215,970
OFFICE EXPENSE		1,305	1,000	1,500	1,000
CAPITALIZATION EXPENSE		9,631	1,730	-	-
PROF SERVICES		(30)	-	400	-
PROF SERVICES - AUDIT/ACCTING		14,000	15,000	14,500	15,000
LEGAL FEES		-	500	160	500
INSURANCE - DIRECTORS		1,538	1,700	1,538	1,700
DEVELOPMENT GRANTS		55,000	-	-	-
DEV GTS - MIDLAND/LINCOLN/BELL		1,269	29,900	28,631	-
MAIN ST GRANT		32,617	16,500	19,815	-
BAD DEBT EXPENSE		133,175	200,000	14,332	30,000
MISC - BANK CHARGES		463	350	375	400
INTEREST EXPENSE - DEYS/SIDA		148,809	144,871	144,871	140,814
TOTAL EXPENSES		397,777	411,551	226,122	189,414
CURRENT PROFIT (LOSS)		(120,922)	(168,905)	15,709	26,556

Appendices

Appendix A — Organizational Chart



Organizational Chart (2018)



*Staff Services provided by the City of Syracuse Department of Neighborhood and Business Development

Appendices

Appendix B — Internal Control Report

Fiscal Year 2018 Report on Internal Controls			
Agency Action	Control	Control Process	Adequate
Agency Capital Projects			
Project Review	<ul style="list-style-type: none"> • By-Laws • Policy 	<ul style="list-style-type: none"> • Project Description • Staff Review • Board Attorney Oversight • Board Review & Approval • Conflict of Interest Statement 	Adequate
Benefit Oversight	<ul style="list-style-type: none"> • Statute • Regulation • Agency Policies 	<ul style="list-style-type: none"> • Loan Delinquency • Annual Survey of Companies • Staff Review • Exec Director Oversight Board Review & Approval of Annual Reporting • Board Attorney Oversight 	Adequate
Public Access			
Documents & Administration	<ul style="list-style-type: none"> • Statute • Regulation • FOIL Policy 	<ul style="list-style-type: none"> • Attorney Review 	Adequate
Agency Administration			
Understanding of Mission, Goals, Process & Controls	<ul style="list-style-type: none"> • Agency By-Laws • Agency Policies 	<ul style="list-style-type: none"> • PAAA Training • New Member Orientation • Annual Acknowledgement of Responsibilities 	Adequate
Ethics & Conflict of Interests	<ul style="list-style-type: none"> • Agency Code of Ethics 	<ul style="list-style-type: none"> • Annual review of Code of Ethics Policy 	Adequate
Agency Finances			
Financial Planning & Expenditures	<ul style="list-style-type: none"> • Regulation • Agency Policies • Procurement Policy 	<ul style="list-style-type: none"> • Annual Budget • Annual Audit • Signature Authority by President 	Adequate
Financial Safeguards	<ul style="list-style-type: none"> • Procurement Policy • Travel Policy 	<ul style="list-style-type: none"> • Approval of President of expenditures 	Adequate

Appendices

Appendix C — *Internal Control Policy*

Pursuant to New York State Public Benefit Law Section 2931, the Audit Committee of the Syracuse Economic Development Corporation, (the "Corporation") shall:

1. Establish and maintain for the Corporation guidelines for a system of internal control that are in accordance with internal control standards;
2. In connection with its annual audit engage the services of an independent auditor to conduct a review of internal control programs and procedures. The review shall be designed to identify internal control weaknesses, identify actions that are needed to correct these weaknesses, monitor the implementation of necessary corrective actions and periodically assess the adequacy of the Corporation's internal control;
3. Make available to each Board member and officer a clear and concise statement of the generally applicable managerial policies and standards with which he or she is expected to comply. Such statement shall emphasize the importance of effective internal control to the Corporation and the responsibility of each Board member and officer for effective control;
4. Implement education and training efforts to ensure that Board members and officers have achieved adequate awareness and understanding of internal control standards and, as appropriate, evaluation techniques.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix D — By Laws

Article I: The Agency

Section 1. Name

The name of the Corporation shall be **“Syracuse Economic Development Corporation”**, and it shall be referred to as the Corporation in these By-Laws.

Section 2. Seal

The seal of the Agency shall be in such form as may be determined by the Board of Directors.

Section 3. Offices

The principal office of the Corporation shall be located in the City of Syracuse, County of Onondaga, and State of New York. The Corporation may have such other offices at such other places as the Board of Directors of the Corporation may from time-to-time designate by resolution.

Article 2: Board of Directors

Section 1. Board of Directors

(a) The Corporation shall be managed by a Board of Directors consisting of eleven (11) persons. All references in these By-Laws to the Board of Directors shall be references to the Board of Directors of the Corporation. Each director shall be at least eighteen (18) years of age. The Mayor shall designate one of the directors as President of the Board of Directors. (Amended by Resolution adopted June 11, 1987.)

(b) Board Members shall hold office at the pleasure of the Mayor and shall continue to hold office until his or her successor is appointed and has qualified.

(c) The President and Directors shall serve without compensation, but they may be reimbursed for the reasonable expenses incurred in conducting the business of the Corporation.

(d) A majority of Board Members must be "independent." A member is "independent" if the member is not and within the past two years has not been:

- I. employed by the Corporation or an affiliate of the Corporation in an executive capacity;
- II. employed by an entity that received remuneration or financial assistance valued at more than \$ 15000.00 from the Corporation;
- III. a relative of an executive officer or employee in an executive position of the Corporation or an affiliate of the Corporation; or
- IV. a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate of the Corporation.

Appendices

Appendix D — By Laws

For purposes of the foregoing definition of " independent", "affiliate" means a corporate body having substantially the same ownership or control as another corporate body.

(e) The Board of Directors shall manage the business and affairs of the Corporation and make the necessary rules and regulations not inconsistent with law or with these by-laws, for the management of the business and the guidance of the officers, employees and agents of this Corporation.

Section 2. Removal or Resignation

- a) A Board Member may resign at any time giving written notice to the Board of Directors or the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon its receipt by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.
- b) The Mayor may remove any Board Member at her discretion with or without cause.
- c) Vacancies on the Board of Directors shall be filled by the Mayor.

Section 3. Meetings of the Board of Directors

A regular meeting of the Board of Directors shall be held at least bi-monthly at a place to be determined by the Board of Directors. Special meetings of the Board of Directors shall be held on such date or dates and at such place or places in the City of Syracuse, New York as may be fixed in the call for such special meeting. In the event that no place shall be fixed for the place of such meeting, such meeting shall be held at the principal office of the Corporation. (Amended by Resolution adopted June 12, 1981.)

Section 4. Quorum

- a) At all meetings of the Board of Directors, six (6) of the members of the Board of Directors shall constitute a quorum for the purpose of transacting business. If less than a quorum is present for a duly noticed meeting of the Board of Directors, those present may adjourn the meeting to such other time or until a quorum is present. Except to the extent provided by law, all action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum.
- b) The President of the Board of Directors shall preside at all meetings of the Board of Directors.

Appendices

Appendix D — By Laws

Section 5. Duties

In conformance with Section 2824 of the Public Authorities Law. Board Members shall perform duties including but not limited to the following:

- a) execute direct oversight of the Corporation's Executive Director and other senior management in the effective and ethical management of the Corporation.
- b) shall understand, review and monitor the implementation of financial and management controls and operational decisions.
- c) shall participate in state approved training within one year of appointment, and in such continuing training as may be required due to regulatory and statutory changes.
- d) approve every financial report submitted for the Corporation.

Article 3. Officers

Section 1. Officers

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as may be prescribed from time-to-time by the Board of Directors. The President and Vice President shall be appointed by the Mayor of the City of Syracuse and may be removed with or without cause at her discretion. Other officers shall be appointed by the Board of Directors and may be removed with or without cause at its discretion.

Section 2. President

The President shall be a member of the Board of Directors. The President shall be chief executive of the Corporation, shall serve as ex-officio member of all duly constituted committees, shall supervise the general management and the affairs of the Corporation, and shall carry out the orders and resolutions of the Board of Directors. Except as otherwise authorized by resolution of the Board of Directors, the President shall execute (manually or by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidences of indebtedness and any other instruments of the Corporation, including its annual financial report, on behalf of the Corporation.

Section 3. Vice President

The Vice President shall be a member of the Board of Directors. The Vice President shall have all the powers and functions of the President in the absence or disability of the President of the Corporation. The Vice President shall perform such other duties as the Board of Directors shall prescribe or as delegated by the President.

Appendices

Appendix D — By Laws

Section 4. Secretary

(a) The Secretary shall keep the Minutes of the Board of Directors, shall have the custody of the Seal of the Corporation, and shall affix and attest the same to documents when duly authorized by the Board of Directors, shall attend to the giving or serving of all notices of the Corporation, shall have charge of such books and papers as the Board of Directors may order, shall attend to such correspondence as may be assigned and shall perform all the duties incidental to his or her office.

(b) Upon the request of the Mayor, President or three (3) members of the Board of Directors, the Secretary shall call a special meeting of the Board of Directors.

Section 5. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, shall deposit said funds in the name of the Corporation in such bank or trust company as the directors of the Board of Directors may elect, shall make investments, other than deposits, only with the approval of the Board of Directors, shall sign such instruments as may require the Treasurer's signature but only with the approval of the President, shall at all reasonable times exhibit the corporate books and accounts to any director or officer of the Corporation, and at the end of each corporate year, shall certify and present an annual report setting forth in full the financial condition of the Corporation.

Article 4. Amendments

Section 1. Amendments to By-Laws

These By-Laws may be amended or revised from time-to-time by a two-thirds (2/3) vote of the Board of Directors, but no such amendment or revision shall be adopted unless written notice of the proposed action shall have been given by mail to each director at least ten (10) days prior to the date of the meeting at which it is proposed to take such action; provided, however, that this provision and provisions relating to the number, appointment, removal and terms of office of Board Members and the appointment and removal of the President and Vice President may be amended only with the prior approval of the Mayor.

Article 5. Miscellaneous

Section I. Sureties and Bonds

In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property funds, or securities of the Corporation which may come into the officer's or agent's hands.

Section 2. Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors from time-to-time, subject to applicable law.

Appendices

Appendix D — By Laws

Section 3. Indemnification

(a) To the extent permitted by law, the Corporation shall indemnify any person, made a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he, his or her testator or intestate, is or was a member, director or officer of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his or her duty to the Corporation under Section 717 of the New York Not-For-Profit Corporation Law.

(b) To the extent permitted by law, the Corporation shall indemnify any person, made or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure judgment in its favor, whether civil or criminal, including an action by or in the right of any corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that s/he, his or her testator or intestate, was a member, director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprises in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such member, director or officer acted in good faith for a purpose which s/he reasonably believed to be in, or, in the case of service for any other corporation or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

(c) The foregoing rights of indemnification shall not be exclusive of other rights to which any Board Members, officer or other person may be entitled.

(d) The Corporation may procure or cause to be procured any insurance for Board Members and officers authorized by law, including insurance authorized under Section 727 of the Not-For-Profit Corporation Law.

Section 4. Restrictions and Limitation

In addition to any and all other applicable statutes, rules and regulations, the Corporation and its members, directors and officers shall comply with the prohibition on the beneficial ownership of more than five percent (5%) of the capital stock of a project occupant or business enterprise and shall comply with the rules and regulations of the New York Job Development Authority, as set forth in Section 1825 of the Public Authorities Law.

Section 5. Dissolution

In the event the Corporation is voluntarily dissolved in accordance with the provisions of the Not-For-Profit Corporation Law of the State of New York, all of the net assets of the Corporation shall revert to the City of Syracuse.

Appendices

Appendix D — By Laws

Section 6. Place of Business

The Corporation shall provide a reasonably accessible place of business open to the public during normal business hours with a separately listed telephone. (Added by Resolution adopted March 6, 1981.)

Section 7. Prohibition on Loans

The Corporation shall not extend or maintain credit in the form of a personal loan to or for any officer, Board Member, or employee of the Corporation.

Section 8. Website

The Corporation shall maintain an official website in accordance with the Public Authorities Law. The website shall include, but not be limited to the follow: postings pertaining to its mission; current activities; most recent financial report; current year budget; and its most recent independent audit report.

Section 9. Personal Financial Disclosure

Board Members, officers, and employees shall file annual financial disclosure statements with the City of Syracuse Board of Ethics pursuant to Article 18 of the General Municipal Law.

Section 10. Controls and Accountability

The Corporation shall:

- a) maintain adequate inventory controls and account ability systems for all property under its control;
- b) periodically inventory such property to determine which property is to be disposed of
- c) produce a written report of such property:
- d) transfer or dispose of such property as promptly as possible.

Article 7. Committees

Section I. Committees

The Corporation may from time to time create one or more committees each consisting of three or more Board Members of the Corporation, which committees shall exist for such periods of time and exercise such powers and perform such duties as the Corporation may determine.

Appendices

Appendix D — By Laws

Section 2. Appointment and Removal

The President of the Board of Directors of the Corporation shall have the power of appointment and removal, with or without cause, of members of all committees. The President of the Board of

Directors of the Corporation shall also have the power of designation and removal, with or without cause of the Chairman of all committees.

Section 3. Audit Committee

The Audit Committee will consist of three Board Members chosen by the Board of Directors.

Three members of the Audit Committee must be "independent" directors, as defined in Article III Section I .of these By- laws. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices.

Pursuant to New York Public Authorities Law §2824(4), the Audit Committee has the following duties:

- a) recommending to the Board the hiring of a certified independent Agency's accounting firm for the Agency;
- b) establishing the compensation to be paid to the accounting firm;
- c) providing direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes: and
- d) such other duties as may be delegated to the Audit Committee by resolution. Meetings of the Audit Committee may be called by the Chairman of the Audit Committee either on his or her own initiative or whenever requested to do so by the President of the Corporation. Notice of such meetings must be given to each of the members of the Audit Committee in such manner as the Chairman of the Audit Committee may deem advisable. Two members of the Audit Committee constitute a quorum¹ for the transaction of business and the concurrence of two members at a meeting is necessary to the validity of any resolution, order or determination.

Section 4. Governance Committee

The Governance Committee will consist of three members chosen by the Board of Directors. Three members of the Governance Committee must be "Independent" as defined in Article III, Section I. of these By-laws. The Governance Committee has the following duties:

- (a) keeping the members of the Corporation informed of current best governance practices;
- (b) reviewing corporate governance trends;
- (c) updating the corporation's corporate governance principles; and
- (d) advising appointing authorities on the skills and experience required of potential members.

Meetings of the Governance Committee may be called by the Chairman of the Governance Committee either on his or her own initiative or whenever requested to do so by the President of the Corporation. Notice of such meetings must be given to each of the members of the Governance Committee in such manner as the President may deem advisable. Two members of the Governance Committee constitute a quorum for the transaction of business and the concurrence of two members at a meeting is necessary to the validity of any resolution, order or determination.

Appendices

Appendix D — By Laws

Article 8. Personnel

Section 1. Staff

The Corporation may appoint an Executive Director and such additional staff as deemed necessary, none of whom may be members of the Board and all of whom shall hold office at the pleasure of the Corporation and in accordance with applicable provisions of New York State Laws.

Section 2. Compensation Policy and Personnel Policy

Pursuant to New York Public Authorities Law §2524(1)(c), the Corporation shall establish policies, regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management if and when such personnel is employed by the Corporation.

Section 3. Personnel Policy

Pursuant to New York Public Authorities Law §2524(1)(e), the Corporation shall establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct malfeasance or other inappropriate behavior by an employee or Board Member of the Corporation, investments, travel, the acquisition of real property, the disposition of real and personal property and the procurement of goods and services, if and when an employee is hired by the Corporation.

Article 9. Auditor and Reporting

Section 1. Auditor Independence

- (a) An accounting firm shall not perform the Corporation's audit if the lead audit partner or the audit partner responsible for reviewing the audit performed audit services for the Corporation in each of the previous five fiscal years.
- (b) An auditing firm shall not perform non-audit services for the Corporation without the prior approval of the Audit Committee.
- (c) An auditing firm shall not perform the Corporation's audit if any officer or board member was employed by the accounting firm and participated in the Corporation's audit during the year preceding the initiation of the audit

Section 2. Audits

Within 30 days after receipt, beginning with the Corporation's fiscal year ending on or after December 31, 2007 and annually thereafter, copies of the Corporation's independent audit shall be submitted to the Mayor, the President of the Common Council and the Commissioner of Finance. To the extent practicable, a copy of the independent audit report shall also be posted on the Corporation's website.

Appendices

Appendix D — By Laws

Section 3. Annual Report

Within 90 days after the end of the fiscal year, beginning with the first fiscal year beginning after January 1, 2006, the Corporation shall submit to the Mayor, the Commissioner of Finance, and the President of the Common Council a detailed report of:

- a) the Corporation's operations and accomplishments;
- b) the Corporation's receipts and disbursements, reported in accordance with the categories/classifications established by such Corporation for its own operating and capital outlay purposes;
- c) the Corporation's assets and liabilities, including the status of reserve, depreciation, special or other funds and including the receipts and payments of these funds;
- d) a schedule of the Corporation's bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance;
- e) a compensation schedule disclosing the compensation of each person whose compensation is in excess of \$100,000;
- f) the projects undertaken by the Corporation in the past year;
- g) list of the Corporation's real property;
- h) the Corporation's Code of Ethics; and
- i) an assessment of the Corporation's internal controls.

Section 4. Budget Report

Sixty (60) days before the beginning of each fiscal year, beginning with the fiscal year ending on or after December 31, 2007, the Corporation shall submit to the Mayor, the Commissioner of Finance, and the President of the Common Council budgetary information on:

- (a) operations and capital construction, setting forth the estimated receipts and expenditures for the next and current fiscal year; and
- (b) actual receipts and expenditures for the last completed fiscal year.

Section 5. Property Report

Each year the Corporation shall deliver copies of a Property Report to the Comptroller of the State of New York, Director of Budget of the State, Commissioner of General Services of the State and the New York State Legislature. The Property Report shall include:

- a) list of all real property of the Corporation;
- b) list and full description of all real and personal property disposed of during such period;
- c) price received for all such property; and
- d) name of purchaser for all such property.

Appendices

Appendix D — *By Laws*

Section 6. Investment Reports

Quarterly and annually, beginning with the first fiscal year beginning on or after January 1, 2006, the Corporation shall submit an internal management report of its investments to the Mayor, Commissioner of Finance and the Office of the State Comptroller.

Section 7. Personnel Report

Annually, on or before the fifteenth day of January of each calendar year, the Corporation shall submit a personnel report to the Comptroller of the State of New York, the Budget Director of the State, and the Chairpersons of the Senate and Assembly Fiscal Committees setting forth service schedules by subsidiary, division and unit which indicates position, grade, salary, and title for each employee.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix E — Code of Ethics

The Syracuse Economic Development Corporation has adopted the following Code of Ethics:

1. Definitions

- A. SEDCO shall mean the Syracuse Economic Development Corporation.
- B. Board member, officer, employee, advisor, consultant, or counsel shall mean any board member, officer, employee, advisor, consultant, or counsel of SEDCO, elected or appointed, whether compensated or uncompensated.
- C. Relative shall mean a spouse or minor child of the board member, officer, employee, advisor, consultant, or counsel, or a person claimed as a dependent on the board member's, officer's, employee's, advisor's, consultant's, or counsel's latest individual income tax return.

2. General Prohibition. Board members, officers, employees, advisors, consultants, or counsel shall not use their official position or office, or take or fail to take any action, in a manner which they know or have reason to know may result in a personal financial benefit for any of the following persons:

- A. The board member, officer, employee, advisor, consultant, or counsel;
- B. Their outside employer or business if the board member's, officer's, employee's, advisor's, consultant's, or counsel's outside employment compensation or business income may be affected by the action;
- C. A relative, to a greater degree than the general public or class of individuals similarly situated.

3. Disclosure and Recusal. Board members, officers, employees, advisors, consultants, or counsel shall:

- A. To the extent they know or should know thereof, publicly disclose to the SEDCO Board, the nature of any potential conflict of interest between their official duties with SEDCO and any outside interest; and
- B. Promptly recuse themselves from any debate, discussion, decision or action of any matter before the SEDCO Board, when acting on the matter, or failing to act on the matter, could reasonably be expected to be more beneficial financially to any of the persons listed in Section II above, than it would be to any member of the general public.

4. Revolving Door. Persons who have served as board members, officers, employees, advisors, consultants, or counsel of or to SEDCO shall not, after the termination of such service or employment, appear before SEDCO, nor render services on behalf of any person, firm, corporation or association, in relation to any case, matter, proceeding or application with respect to which the board member, officer, employee, advisor, consultant, or counsel was directly concerned, actively considered, or in which they personally participated during the period of their service or employment until the case, matter, proceeding or application has been finally disposed of or for a period of two (2) years from the date of separation from SEDCO service or employment, whichever is earlier; nor shall the board member, officer, employee, advisor, consultant, or counsel receive or agree to receive any compensation with respect to such matter. However, a board member employed by a municipality, economic development agency or not-for-profit corporation, who has terminated his service to SEDCO, shall be permitted to appear before SEDCO and perform such services in the regular course of his employment so long as it does not result in a personal financial benefit for such person or any of the persons listed in Section II of this Code of Ethics.

Appendices

Appendix E — Code of Ethics

The Syracuse Economic Development Corporation has adopted the following Code of Ethics:

5. Gifts.

- A. No board member, officer, employee, advisor, consultant, or counsel shall directly or indirectly solicit any gift, or accept or receive any gift, having a value of seventy-five dollars (\$75.00) or more, whether the gift is in the form of money, property, service, loan, travel, entertainment, hospitality, thing or promise, or in any other form under circumstances in which it could reasonably be inferred that the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties or was intended as a financial reward for any official action on their part.
- B. This article shall not apply to the acceptance of free invitations to charitable fund-raising events, recognition dinners, or similar community events.

6. Confidential Information. Board members, officers, employees, advisors, consultants, or counsel shall not disclose confidential information acquired by them in the course of their official duties or use such information to further their personnel interests or those of the persons listed in Section II.

7. Representation. Board members, officers, employees, advisors, consultants, or counsel shall not receive, or enter into any agreement, express or implied, for any kind of consideration for services to be rendered in relation to any case, matter, proceeding or application with respect to which the board member, officer, employee, advisor, consultant, or counsel was directly concerned, actively considered, or in which they personally participated during the period of their service or employment with SEDCO

8. Penalties.

- A. Any person who knowingly violates any provision of this Code of Ethics may be removed from office, disciplined, and/or suspended.
- B. SEDCO may maintain an action or special proceeding to restrain violations of, or compel compliance with, any of the provisions of this Code of Ethics.
- C. The listing of remedies and penalties herein shall not be deemed exclusive and shall not prohibit or restrict SEDCO from pursuing other remedies and penalties for violations of this Code of Ethics. The use of any remedy shall not preclude the use of another remedy and such remedies may be pursued concurrently or consecutively.

9. Severability Clause. If any clause, sentence, paragraph or section of this Code of Ethics shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair or invalidate the remainder thereof, but shall be confined in its operation to the clause, sentence, paragraph or section thereof directly involved in the controversy in which judgment shall have been rendered.

10. Implementation. A copy of this Code of Ethics shall be distributed to all board members, officers, employees, advisors, consultants, and counsel upon their respective appointment and/or commencement of employment.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix F — Investment Policy

Introduction

Pursuant to New York State General Municipal Law §858-a (3), General Municipal Law §10, and General Municipal Law §11 applicable to deposits and investments of funds for the Syracuse Economic Development Corporation ("the Corporation"), the board of every public benefit corporation by resolution must adopt comprehensive investment guidelines which detail the corporation's operating policy and instructions to officers and staff regarding investing, monitoring, and reporting of funds of the corporation. The investment guidelines shall be annually reviewed and approved by the Board of the Corporation (Public Authorities Law §2925 (1)).

1. Scope

This investment policy applies to all moneys and other financial resources available for investment on behalf of the Corporation or on behalf of any other entity or individual.

2. Objectives

The primary objectives of the Corporation's investment activities are as follows:

- a. Legal: to conform with all applicable federal, state and other legal requirements,
- b. Safety: to adequately safeguard principal,
- c. Liquidity: to provide sufficient liquidity to meet all operating requirements, and
- d. Yield: to obtain a reasonable rate of return.

3. Delegation of Authority

Delegation of Authority to manage the investment program is granted to the Corporation Treasurer, as Chief Fiscal Officer, or his/her designee, having custody of money, who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Responsibility for the operation of the investment program is hereby delegated to the Executive Director, who shall act in accordance with established written procedures and internal controls for the operation of the investment program consistent with this investment policy.

Such procedures should include references to:

- A. safekeeping,
- B. delivery vs. payment,
- C. investment accounting,
- D. repurchase agreements,
- E. wire transfer agreements, and
- F. collateral/depository agreements.

Appendices

Appendix F— Investment Policy (continued)

No person may engage in an investment transaction except as provided under the terms of this policy and the procedures established by the investment officer. The investment officer shall be responsible for all transactions undertaken and shall establish a system of controls to regulate the activities of subordinate officials.

4. Prudence

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the Corporation to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions. Employees and investment officials shall disclose any material interests in financial institutions with which they conduct business. They shall further disclose any personal financial/investment positions that could be related to the performance of the investment portfolio. Employees and officers shall refrain from undertaking personal investment transactions with the same individual with whom business is conducted on behalf of the Corporation.

5. Diversification

It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. The following investment vehicles are authorized investments of the Corporation:

- A. Certificates of Deposits issued by a bank or trust company as authorized to do business in New York State.
- B. Time deposit accounts in a bank or trust company authorized to do business in New York State.
- C. Authorized securities limited to U.S. Treasury obligations, Federal agencies, the principal and interest of which are guaranteed by United States, obligation of the State of New York or obligation of New York State local governments.
- D. Repurchase Agreements with a bank that is authorized to do business in New York State and primary dealer that are designated by the Federal Reserve.
- E. Securities purchased pursuant to repossession agreements shall be limited to U.S. Treasury Bills.

6. Internal Controls

It is the policy of the Corporation for all moneys collected by any officer or employee of the government to transfer those funds to the Corporation's Treasurer's Office, within one business day or within the time period specified in law, whichever is shorter. Some of the entities that this provision is applicable to are as follows:

- A. Planning and Economic Development Office
- B. SEDCO Board

Appendices

Appendix F— Investment Policy (continued)

The Corporation Treasurer, as Chief Fiscal Officer, or his/her designee, having custody of money, is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

7. Designation of Depositories

The banks and trust companies authorized for the deposit of monies are designated through resolution by the Corporation Board .

8. Collateralizing of Deposits

In accordance with the provisions of General Municipal Law, § 10 and 11, all deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- A. By a pledge of "eligible securities" with an aggregate "market value", or provided by General Municipal Law, §10, equal to the aggregate amount of deposits.
- B. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
- C. By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.

9. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by a third party subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with the Corporation or its custodial bank.

Appendices

Appendix F— Investment Policy (continued)

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be co-mingled with or become part of the backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the local government a perfected interest in the securities.

10. Permitted Investments

As authorized by General Municipal Law, §11, the Corporation authorizes the Corporation Treasurer, as Chief Fiscal Officer, or his/her designee, having custody of money, to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- A. Special time deposit accounts authorized to do business in New York State;
- 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 are guaranteed by the United States of America;
- E. Obligations of the State of New York;
- F. Obligations issued pursuant to Local Finance Law §24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the City of Syracuse;
- G. Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments;
- H. Certificates of Participation (COPs) issued pursuant to General Municipal Law § 109- b;
- I. Obligations of this local government, but only with any moneys in a reserve fund established pursuant to General Municipal Law §§ 6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6- 1, 6-i, or 6-n

All investment obligations shall be payable or redeemable at the option of the Corporation with in such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within two years of the date of purchase. The designated depository will confirm all purchases and transactions in writing to the Corporation.

Appendices

Appendix F— *Investment Policy (continued)*

11. Authorized Financial Institutions and Dealers

The Agency shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments, which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Corporation Treasurer, as Chief Fiscal Officer, or his/her designee, having custody of money, is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually. The Corporation Treasurer, as Chief Fiscal Officer, or his/her designee, having custody of money, may use credit reporting agencies to determine the credit worthiness of trading partners.

Investments in time deposits and certificates of deposits are to be made with banks or trust companies. Their annual reports shall be reviewed by the Corporation Treasurer as Chief Fiscal Officer to determine financial strength.

12. Purchase of Investments

The Corporation Treasurer, as Chief Fiscal Officer, or his/her designee, having custody of money, is authorized to contract for the purchase of investments:

- A. Directly, including through a repurchase agreement, from an authorized trading partner.
- B. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 50 of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the Common Council.
- C. By utilizing an ongoing investment program with an authorized tracking partner pursuant to a contract authorized by the Corporation Board

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, § 10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

Appendices

Appendix F— *Investment Policy (continued)*

13. Repurchase Agreements – Written Contracts

Securities purchased through a repurchase agreement shall be valued to market at period intervals by the Corporation Treasurer or his/her designee. A repurchase agreement (REPO) is a transaction in which the Corporation purchases from a trading partner authorized securities.

Simultaneously, the Corporation agrees to resell and the trading partner agrees to repurchase the security at a future date. Prices and dates for the sale and resale are agreed upon at the time of the initial purchase by the Corporation.

Collateral shall not be required with respect to the direct purchase of obligations of New York State, obligations of the United States, and obligations of Federal agencies, the principal and interest of which are guaranteed by the United States government.

Every repurchase agreement shall provide for payment to the seller only upon the seller's delivery of obligations of the United States to the custodial bank agreed upon with the trading partner, or in the case of a book entry transaction, when the obligations of United States are credited to the custodian's Federal Reserve Bank account. The seller shall not be entitled to substitute securities. Repurchase agreements shall be for a period of 30 days or less. The custodial bank shall confirm all transactions in writing to ensure that the Corporation's ownership of the securities is properly reflected on the records of the custodial bank.

Payment shall be made by or on behalf of the local government for obligations of New York State, obligations the principal and interest of which are guaranteed by the United States, United States obligations, certificates of deposits, and other purchased securities upon delivery thereof to the custodial bank, or in the case of a book-entry transaction, when the purchased securities are credited to the custodial bank's Federal reserve System account. All transactions shall be confirmed in writing.

Therefore, it is the policy of the Corporation to require:

- A. Written contracts for all repurchase agreements;
- B. Written contracts for all Certificates of Deposit; and
- C. Written contracts with the Custodial Bank.

14. Operations, Audit and Reporting

The Corporation Treasurer, as Chief Fiscal Officer, for the City of Syracuse or his/her designee, having custody of money, shall authorize the purchase and sale of all securities and execute contracts for repurchase agreements and certificates of deposit on behalf of the Corporation. Oral directions concerning the purchase, transaction, or sale of securities shall be confirmed in writing. The Corporation shall pay for purchased securities upon delivery or book entry thereof.

The Corporation will encourage the purchase and sale of securities and certificates of deposit through a competitive or negotiated process involving telephone solicitations of at least three bids for each transaction.

At the time independent auditors conduct the annual financial audit of the accounts and affairs of the Corporation, the auditors shall audit compliance with these Investment Guidelines.

The Corporation Board shall review and approve the Corporation's investment policy on an annual basis.

The provisions of these Investment Guidelines and any amendments hereto, shall take effect prospectively, and shall not invalidate the prior selection of any custodial bank or prior investment.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix G — *Disposition of Property Policy*

1. Definitions:

- A. " Act" shall mean Title 5-A of the New York Public Authorities Law, as amended from time to time.
- B. "Contracting Officer" shall mean the Executive Director of the Syracuse Economic Development Corporation (the "Corporation") who shall be responsible for the disposition of property.
- C. " Dispose" or "Disposal" shall mean transfer of title or any other beneficial interest in Property in accordance with these Guidelines, as defined below, and Section 2897 of the Public Authorities Law, as amended from time to time.
- D. " Property" shall mean personal property in excess of five thousand dollars (\$5,000) in value, any 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. For purposes of this Policy, Property shall not include the interest granted to the Corporation in any project in connection with the provision of any financial assistance, to the extent that such project and interest granted to the Corporation secure the project occupant's obligation to the Corporation or any indebtedness obtained by or on behalf of the project occupant.

2. Duties of the Corporation:

The Corporation 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. produce a written report of such property in accordance with section E. below;
- D. transfer or Dispose of such property as promptly as possible in accordance with Section 2897 of the Public Authorities Law;
- E. publish, not less frequently than annually, a report listing all real property of the Corporation. Such report shall consist of 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 Corporation and the name of the purchaser for all such property sold by the Corporation during such period;
- F. deliver copies of such report to the Comptroller, the Director of the Budget, the Commissioner of General Services, and the Legislature; and
- G. review and approve these guidelines annually and file with the Comptroller a copy of the most recently reviewed and approved guidelines by March 31st of each year.

The Corporation shall have the right to dispose of its Property for any valid purpose consistent with its Mission Statement.

Appendices

Appendix G — Disposition of Property Policy (continued)

3. Duties of the Contracting Officer:

Except as otherwise provided herein, and in the Act, the Contracting Officer shall maintain supervision and direction over the Disposal of Property of the Corporation, and shall monitor the Corporation's compliance with this Policy.

4. Agency Property:

A. Custody and Control.

The custody and control of the property of the Corporation, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this Policy.

B. Method of Disposition.

i. Fair Market Value:

Subject to Section 2896 of the Public Authorities Law, the Corporation 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, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing 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.

ii. Disposal by the Commissioner of General Services:

When it shall be deemed advantageous to the Corporation and the State of New York, the Corporation may enter into an agreement with the Commissioner of General Services where under such Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation 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 Policy and references to the Contracting Officer shall be deemed to refer to such Commissioner.

iii. 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 c. below.

b. Whenever public advertising for bids is required under section a. above:

Appendices

Appendix G — *Disposition of Property Policy (continued)*

1. 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 Corporation's property proposed for disposal;
2. all bids shall be publicly disclosed at the time and place stated in the advertisement; and
3. 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 Corporation, price and other factors considered; provided, that all bids may be rejected by the Corporation when it is in the public interest to do so.

c. Exception to Public Advertising:

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:

1. the personal property involved is of a nature and quantity which, if disposed of under sections 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;
2. the fair market value of the property does not exceed fifteen thousand dollars (\$15,000.00);
3. 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;
4. 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;
5. the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare, or an economic development interest of the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the Corporation's enabling legislation permits), the purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the public authority; or
6. such action is otherwise authorized by law.

d. An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

1. any personal property which has an estimated fair market value in excess of \$15,000;
2. 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 3. through 5. of this subparagraph;

Appendices

Appendix G — *Disposition of Property Policy (continued)*

3. any real property disposed of by lease for a term of five (5) years or less, if the estimated fair annual rent is in excess of \$100,000 for any of such years;
4. any real property disposed of by lease for a term of more than five (5) years, if the total estimated rent over the term of the lease is in excess of \$100,000; or
5. 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.

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.

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 Corporation, purporting to transfer title or any other interest in property of the Corporation 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

6. **Reports:**

- A. The Corporation shall publish, not less frequently than once a year, a report listing all Property of the Corporation. Such report shall consist of a list and full description of all real and personal Property to be disposed of during such period. The report shall contain the price received by the Agency, and the name of the purchaser for all Property disposed of by the Corporation during such period.
- B. The Corporation shall deliver copies of such reports to the Comptroller of the State of New York, the Director of the Budget of the State of New York, the Commissioner of General Services, and Legislature.

7. **Annual Review and Amendments of this Policy:**

This Policy is subject to modification and amendment at the discretion of the Corporation. On or before March 31st of each year, the Corporation shall review and approve this Policy annually, and shall include the name of the Contracting Officer. On or before March 31st of each year, the Policy most recently reviewed by the Corporation shall be filed with the Comptroller of the State and posted on the Agency's Website.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix H — Procurement Policy

I. Introduction

A. Scope:

In accordance with Article 18-A of the New York State General Municipal Law (GML), Section 104-6 of the GML and the Public Authorities Reform Act of 2009, the Syracuse Local Development Corporation (the "Corporation"), is required to adopt procurement policies which will apply to the procurement of goods and services paid for and for its own use and account.

B. Purpose:

The primary objectives of this Policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of the City of Syracuse, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

II. Procedures

A. Procurement Policy

1. Determination Required - Prior to commencing any procurement of goods and services, the Executive Director or an authorized designee shall prepare a written statement setting forth the basis for (1) the determination that competitive bidding is not required for such procurement, and if applicable (2) the determination that such procurement is not subject to any requirements set forth in this policy. Such written statements shall be maintained by the Executive Director or such authorized designee in a specially designated procurement file.
2. Procedure for determining whether Procurements are subject to Competitive Bidding - The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:
 - A. The Executive Director or an authorized designee shall make the initial determination as to whether competitive bidding is required. This determination will be based on Section 103 of the GML which requires competitive bidding for expenditures of (1) more than \$7,500.99 for the performance of any public works contract (services, labor or construction), and (2) more than \$7,500.99 for any purchase contract (acquisition of commodities, materials, supplies or equipment).
 - B. The Executive Director or such authorized designee shall review the purchase request against prior years' expenditures and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above competitive bidding procedures shall be followed for said expenditure.
 - C. The Executive Director or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Corporation's Counsel.

Appendices

Appendix H — Procurement Policy (continued)

3. Methods of Competition to be used for Non-Bid Procurements and Procurements Exempt by Statute - Alternative proposals or quotations for goods and services shall be secured by use of written requests for proposals or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section except for items excepted herein (see 7 below) or procurements made pursuant to:
 - a. GML, Section I 03 (3) (through county contracts), or
 - b. GML, Section I04 (through state contracts), or
 - c. State Finance Law, Section 175-b (from agencies for the blind or severely handicap), or
 - d. Correction Law, Section 186 (articles manufactured in correctional institutions).

4. Procedure for the Purchase of Commodities, Equipment or Goods Under \$7,500

\$0.00 to \$1,000	The discretion of the Executive Director.
\$1,001 - \$3,000	Documented telephone quotations from at least three vendors (if available)
\$3,001. - \$7,499	Written/ fax quotations from at least three vendors (if available)
At or Over \$7,500	Formal Bid

5. Procedure For The Purchase of Public Works of Services Under \$7,500

\$0.00 to \$1,000	The discretion of the Executive Director.
\$1,001 - \$3,000	Documented telephone quotations from at least three vendors (if available)
\$3,001. - \$7,499	Written/ fax quotations from at least three vendors (if available)
At or Over \$7,500	Formal Bid

B. Documentation

1. A record of all solicitations for alternative proposals or quotations, the response (if applicable), and any determinations pursuant thereto shall be maintained in the procurement file.
2. for each procurement by the Corporation the Executive Director or authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.
3. Whenever an award is made to other than the lowest responsible dollar offer the reasons for doing so shall be set forth in writing and maintained in the procurement file.
4. Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

Appendices

Appendix H — Procurement Policy (continued)

C. Procedure For The Award Of Quotations:

1. Quotes will be awarded to the lowest responsible and responsive vendor who meets the specifications.
2. Circumstances that may justify an award to one other than the lowest cost quoted, include, but are not limited to delivery requirements, quantity, past vendor performance, etc. Whenever an award is made to one other than the lowest quote, this shall be indicated in writing and Board approved.
3. Circumstances may exist that preclude the availability of three or more vendors who are able to quote on a procurement. In other situations, it may be in the best interest of the Corporation to consider only one vendor who has previous expertise relative to a procurement. Whenever the specified number of quotations cannot or will not be secured, the reason for this shall be indicated in writing and maintained in the requisition file.

D. Exceptions:

Alternative proposals or quotations shall not be required for the following procurements:

1. Emergency Situation

An emergency exists if the delay caused by seeking competitive bids would endanger the health, welfare or property of the Syracuse Economic Development Corporation or of its citizens. Approval of the Executive Director is necessary, which shall be documented and shall also include a description of the situation that gave rise to the emergency.

2. Sole Source Procurements

Defined as a situation when there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique benefits, the cost is reasonable for the product offered and there is no competition available.

3. City of Syracuse Contracts

When the Corporation is able to procure goods and services through City of Syracuse contracts, it will be unnecessary to obtain formal quotations or bids.

4. Insurance

All insurance policies shall be procured in accordance with the following procedures:

Premium Less than \$10,000	documented telephone quotations from at least three agents (if available)
Premium Less than \$10,000	written quotations/fax or proposals from at least three agents (if available)

Appendices

Appendix H — Procurement Policy (continued)

5. Professional Services

This category includes services requiring special or technical skill, training or expertise. The individual, company or firm must be chosen based on accountability, reliability, responsibility, skill, conflict of interest, reputation, education and training, professional judgment, integrity and continuity of service. Professional service agreements are not required to be awarded to the lowest responsible bidder, but rather the Corporation may use a selection process to determine the most qualified proposal to perform the services. All contracts for professional services shall be awarded based upon a request for proposal process. If the cost of the service is not more than \$10,000, the Executive Director may authorize the agreement and shall notify the Board of such contract.

3. Local Preference and Minority and Women Owned Enterprises.

It is the preference of the Corporation to provide opportunities for the purchase of goods and services from (i) business enterprises located in the City of Syracuse and (ii) certified minority and/or women-owned business enterprises. To that end, the Corporation will utilize available lists of M/WBE firms certified by the City of Syracuse and will solicit bids and proposals from such businesses by notifying them of opportunities to submit proposals and bids for goods and services. MBE and WBE businesses will be provided with sufficient time to submit proposals in response to solicitations.

4. Annual Review

The Corporation shall annually review its procurement policies and procedures and the Corporation may, from time to time adopt different procedures or deviate from any of the above procedure, on a case-by-case basis.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix I — Travel Policy

1. Purpose of Travel Requests:

Travel requests are intended to serve as a means of evaluating whether the costs of attending a conference, meeting, or seminar are justified by the benefits to the Syracuse Economic Development Corporation's (the "Corporation") operations.

2. Approval Process:

To fulfill the purpose of the travel request process, such requests must be approved by Executive Director before the trip is taken.

3. Submission Deadlines:

To ensure timely approval, travel requests are to be submitted to the Executive Director no later than ten (10) days prior to the date of travel. Clearly, the earlier the requests are submitted, the greater the opportunity for a full and fair review and timely approval.

4. Procedure for Travel Requests:

- A. A travel request consists of the following: a travel coversheet; an original travel request form and two (2) copies; and descriptive brochures or literature regarding the travel.
- B. The coversheet as well as the travel request forms must be completed in their entirety. The total amount of expenses on the coversheet must equal that on the travel request form. The General Ledger account numbers, indirect expenses, justification for travel and other travel must be included. The coversheet is attached to the front of the travel request form.
- C. All travel requests should be sent to the Executive Director for approval.
- D. Any receipts for travel expenses are submitted to the Chief Financial Officer along with an approved copy of the travel request. Reimbursement for expenses is usually made within seven (7) days of receipt
- E. It is imperative that the travel request be received at least ten (10) days prior to the date of travel. Prompt and early submission of requests is the only way to ensure proper authorization of travel.
- F. Reimbursement for Certain Expenses:

Should a Board Member, officer or employee of the Corporation wish to be reimbursed for certain reimbursable expenses incurred while traveling, all receipts must be provided to the Executive Director within seven (7) of returning to Syracuse. Expenses shall not be reimbursed by the Corporation if the Executive Director receives receipts after the seven (7) days.

Qualified reimbursable expenses are those deemed to be actual, necessary and reasonable. Such expenses include: tolls, parking, meals and personal vehicle mileage. Expenses such as registration fees shall be paid in advance of travel when possible. When not possible, the receipt for such registration fees must be submitted to the Executive Director with all other receipts.

Non-reimbursable expenses include costs for: valet, laundry service, alcohol and personal expenditures.

Appendices

Appendix I — Travel Policy

5. Other Guidelines:

The decision to approve or reject individual travel requests will be based on cost, duration, relevance to the Corporation's operations and objectives, and the availability of comparable programs closer to, or within, the Corporation. The overall level and frequency of travel by Corporation members will continue to be dictated by the Corporation's fiscal condition.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix J — Indemnification Policy

1. Upon compliance by a Member or Officer of the Syracuse Economic Development Corporation (the "Corporation") (including a former Member or Officer, the estate of a Member or Officer or a judicially appointed personal representative thereof) (referred to in this Policy collectively as "Member") with the provisions of subdivision (i) of this Policy, the Corporation shall provide for the defense of the Member in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while the Member was acting within the scope of the public employment or duties of such Member. This duty to provide for a defense shall not arise where such civil action or proceeding is brought by or at the behest of the Corporation.
2. Subject to the conditions set forth in paragraph (a) of this subdivision, the Member shall be entitled to be represented by private counsel of the Member's choice in any civil action or proceeding whenever Office of Corporation Counsel or other counsel designated by the Corporation determines that a conflict of interest exists, or whenever a court, upon appropriate motion or otherwise by a special proceeding, determines that a conflict of interest exists and that the Member is entitled to be represented by counsel of the Member's choice, provided, however, that Office of Corporation Counsel or other counsel designated by the Corporation may require, as a condition to payment of the fees and expenses of such representation, that appropriate groups of such Members be represented by the same counsel. Reasonable attorneys' fees and litigation expenses shall be paid by the Corporation to such private counsel from time to time during the pendency of the civil action or proceeding with the approval of a majority of the Members of the Corporation eligible to vote thereon.
3. Any dispute with respect to representation of multiple Members by a single counsel or the amount of litigation expenses or the reasonableness of attorneys' fees shall be resolved by the court upon motion or by way of a special proceeding.
4. Where the Member delivers process and a written request for a defense to the Corporation under subdivision (i) of this Policy, the Corporation shall take the necessary steps on behalf of the Member to avoid entry of a default judgment pending resolution of any question pertaining to the obligation to provide for a defense.
5. The Agency shall indemnify and save harmless its Members in the amount of any judgment obtained against such Members in a State or Federal court, or in the amount of any settlement of a claim, provided that the act or omission from which such judgment or claim arose occurred while the Member was acting within the scope of the Member's public employment or duties; provided further that in the case of a settlement, the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement by a majority of the Members of the Corporation eligible to vote thereon.
6. Except as otherwise provided by law, the duty to indemnify and save harmless prescribed by this Policy shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of the Member seeking indemnification.
7. Nothing in this subdivision shall authorize the Corporation to indemnify or save harmless any Member with respect to punitive or exemplary damages, fines or penalties; provided, however, that the Corporation shall indemnify and save harmless its Members in the amount of any costs, attorneys' fees, damages, fines or penalties which may be imposed by reason of an adjudication that the Member, acting within the scope of the Member's public employment or duties, has, without willfulness or intent on the Member's part, violated a prior order, judgment, consent decree or stipulation of settlement entered in any court of the State or of the United States.

Appendices

Appendix J — Indemnification Policy (*continued*)

8. Upon entry of a final judgment against the Member, or upon the settlement of the claim, the Member shall serve a copy of such judgment or settlement, personally or by certified or registered mail within thirty (30) days of the date of entry or settlement, upon the Chairman and the Executive Director of the Corporation; and if not inconsistent with the provisions of this Policy, the amount of such judgment or settlement shall be paid by the Corporation.
9. The duty to defend or indemnify and save harmless prescribed by this Policy shall be conditioned upon:
 - i. delivery by the Member to the President of the Corporation, and the Office of Corporation Counsel or to the Executive Director of a written request to provide for such Member's defense together with the original or a copy of any summons, complaint, process, notice, demand or pleading within ten (10) days after the Member is served with such document, and
 - ii. the full cooperation of the Member in the defense of such action or proceeding and in defense of any action or proceeding against the Corporation based upon the same act or omission, and in the prosecution of any appeal.
10. The benefits of this Section shall inure only to Members as defined in subdivision (a) of this Policy and shall not enlarge or diminish the rights of any other party.
11. This Policy shall not in any way affect the obligation of any claimant to give notice to the Agency under Section 10 of the Court of Claims Act, Section 880 of the General Municipal Law, or any other provision of law.
12. The Corporation is hereby authorized and empowered to purchase insurance from any insurance company created by or under the laws of the State, or authorized by law to transact business in the State, against any liability imposed by the provisions of this Policy, or to act as a self-insurer with respect thereto. The provisions of this Policy shall not be construed to impair, alter, limit or modify the rights and obligations of any insurer under any policy of insurance.
13. All payments made under the terms of this Policy, whether for insurance or otherwise, shall be deemed to be for a public purpose and shall be audited and paid in the same manner as other public charges.
14. Except as otherwise specifically provided in this Policy, the provisions of this Policy shall not be construed in any way to impair, alter, limit, modify, abrogate or restrict any immunity to liability available to or conferred upon any Member of the Corporation by, in accordance with, or by reason of, any other provision of State or Federal statutory or common law. The benefits under this Policy shall supplement, and be available in addition to, defense or indemnification protection conferred by any law or enactment. This Policy is intended to confer upon Members of the Corporation all of the benefits of Section 18 of the Public Officers Law and to impose upon the Corporation liability for costs incurred under the provisions hereof and thereof.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix K — Attendance, Compensation, and Reimbursement

I. Attendance

Board members of the Syracuse Economic Development Corporation (the "Corporation") shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Corporation shall put forth their best efforts to perform their respective duties and any other directives of the Board relating to the same.

II. Compensation & Reimbursement

The President, Vice-President, Members and Officers shall serve at the pleasure of the Mayor. They receive no compensation for their services but shall be entitled to reimbursement for reasonable expenses incurred in the fulfillment of their duties.

Approved and adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix L — Duties and Responsibilities of Members and Officers

Introduction

The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and such other offices as may be prescribed, from time to time, by the Corporation. The President or Vice President and other officers shall be appointed by the Mayor of the City of Syracuse and may be removed with or without cause at her discretion. Each officer shall be a Member of the Corporation during his or her term of office.

1. **President**

The President shall be chief executive officer of the Corporation, and shall serve as an ex officio member of all duly constituted committees, shall supervise the general management and the affairs of the Corporation, and shall carry out the orders and resolutions of the Corporation. Except as otherwise authorized by resolution of the Corporation, the President shall execute (manually and by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidence of indebtedness and any other instruments of the Corporation on behalf of the Corporation.

2. **Vice-President**

The Vice-President shall have all the powers and functions of the President in the absence or disability of the President. The Vice-President shall perform such other duties as the Members of the Corporation shall prescribe or as delegated by the President.

3. **Secretary**

The Secretary shall keep the minutes of the Corporation, shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Corporation, shall attest to the giving or serving of all notices of the Corporation, shall have charge of such books and papers as the Members of the Corporation may order, shall attest to such correspondence as may be assigned, and shall perform all the duties incidental to his or her office.

4. **Treasurer**

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, shall deposit such funds in the name of the Corporation, in such bank or trust company as the members of the Corporation may elect, shall sign such instrument as may require the Treasurer's signature, but only with the approval of the President, shall at all reasonable times exhibit the books and accounts of the Corporation to the Mayor or any Member of the Corporation, and at the end of each fiscal year shall present an annual report setting forth in full the financial condition of the Corporation.

5. **Additional Personnel**

The Corporation, with the consent of the Mayor, may appoint an Administrative or Executive Director to supervise the administration of the business and affairs of the Corporation, subject to the direction of the Corporation. The Corporation may, from time to time, employ such other personnel as it deems necessary to execute its powers, duties and the laws of the State of New York applicable thereto.

Approved and adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix M — Extension of Credit to Board Members and Officers

Pursuant to Section 2824 (5) of the NYS Public Authorities Law, no Board member or Officer of the Syracuse Economic Development Corporation (the "Corporation") shall directly or indirectly:

1. Extend or maintain credit, or
2. Arrange for the extension of credit, or
3. 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 Corporation.

Adopted November 4, 2011

Reviewed April 4, 2019

Appendices

Appendix N — Whistleblower Policy

Each member of the Board, officer or employee of the Syracuse Economic Development Corporation (the "Corporation") is required to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. If any member, officer or employee reasonably believes that some policy, practice or activity of the Corporation is in violation of law, a written complaint must be filed with the President of the Corporation or the Executive Director.

It is the intent of the Corporation to adhere to all laws and regulations and to support the organizations goal of legal compliance. The support of all members is necessary to achieve compliance with all laws and regulations.

Each Board Member, officer or employee of the Syracuse Economic Development Corporation has an obligation to report in accordance with this Whistleblower Policy:

1. Fraud or suspected fraud.
2. Questionable or improper accounting or audit matters
3. Violations and suspected violations of the Corporation Code of Ethics.

The Corporation will not retaliate against anyone who in good faith, has made a protest or raised a complaint against some practice of the Corporation or any individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Adopted November 4, 2011

Reviewed April 4, 2019