

A meeting of the Board of Directors of the Cayuga Economic Development Agency Inc., (“CEDA”) was scheduled at Two State Street, Auburn, NY at 8:00 am, Thursday April 27, 2017, noting a quorum was present.

The following Board Members were in attendance:

Present	Absent/Excused	Proxy Voting	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	John Currier, Vice-Chair
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Sue Edinger, Chair
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Tom Lewis, Treasurer
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kelley Gridley, Secretary
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Steve Zabriskie
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Cynthia Aikman
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Keith Batman
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Jim Dacey
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Ray Lockwood
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kevin Miles
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kelly O’Hara
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Michael Quill
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Denise Dzikowski
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Ryan Pine
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Susan Higgins

Other Attendees:

- Tracy Verrier, CEDA
- Rhonda Sheffield, CSS
- Jennifer Haines, Cayuga County

1. Quorum Call:

Ms. Edinger, Chair called the meeting to order at 8 a.m. noting that there was a quorum present.

2. Consent Items:

Mr. Lockwood made a motion to approve the consent agenda items as distributed. Mr. Miles seconded, all present voted in favor motion carried.

3. 2016 Annual Audit Presentation:

Tessa Crawford of Cuddy & Ward presented the draft 2016 financial audit. Ms. Gridley inquired as to why the income/revenue did not match that of the December 2016 profit and loss statement. Ms. Verrier noted that it looked like some of the annual luncheon revenue was not included. Ms. Crawford will look into the discrepancy. Ms. Gridley asked why the contributions to CSS did not match the revenue recognized on the CSS 2016 financial statements. Ms. Crawford explained that it is about a \$2000 different and that she had reached out to prior bookkeeper Chris Cuff to try to identify where the discrepancies were and there would be an adjustment accordingly. Mr. Lewis stated that he would like to see the pass-through grants separated out in the income and expense areas, as well as have the revenue from Cayuga County on its own line, to make clear what revenue is for CEDA activity versus other activity. Motion to table approval of the 2016 Financial Statement until amendments are complete by Mr. Dacey, seconded by Mr. Lewis. All present voted in favor.

4. Bylaw Amendments:

Ms. Edinger noted that there was a request to move this item up on the agenda due to time constraints of some board members. The board reviewed the adjustments that were made pursuant to discussion at the March

meeting. Ms. Gridley noted a few additional questions and potential changes, including some grammatical updates and:

- 1) There are two areas of the bylaws that discuss annual meetings, one for members and one for directors. Ms. Gridley noted that this is repetitive since the members are the directors and asked if it was necessary to keep both. Ms. Verrier stated that this likely ties to the articles of incorporation, but agreed to investigate and remove the repetitive language if the articles do not include both.
- 2) Ms. Gridley noted that the term "Board of Directors" should be removed from the first line of Section 12 on page 6 since the appointment of directors is referenced elsewhere in the bylaws.
- 3) Ms. Gridley noted that Article VI, Section 3 states that the board must approve all checks, which is not the actual practice. The board discussed alternative language, ultimately deciding to mirror language from the CSS bylaws that allows the Board to set rules around checks and drafts periodically so the bylaws do not need to be opened any time there is a policy shift.

Ms. Aikman also asked when the term limits will be put into effect. Some of the members with terms expiring in 2017 would like to serve one more term, but there are also a couple of members that would like to come off the board in 2017. The nominating committee is suggesting that the limits are put into effect for terms expiring in 2018 since the turnover that the limits are intended to create will occur in 2017 anyways. The Board agreed. Ms. Verrier will make additional changes to bylaws and distribute prior to the next meeting for a vote.

5. Activities Update:

Ms. Verrier reviewed some of the projects and businesses that staff have been working with. Ms. Verrier reported that a notice was submitted to the state regarding potential layoffs at Auburn Armature, but the reason and details at this time are unknown. Mr. Sherman will be following up with them. Mr. Batman inquired as to whether Senator Schumer had been notified of this as the Senator wishes to be advised of such matters. Ms. Verrier stated the notice had just been received and she would like to have a better sense of the situation before making contact. She noted that staff would coordinate with local partners and provide an update as more information becomes available. Ms. Verrier went on to explain that the State Budget had passed with funding included for the CFA process at levels similar to previous years. Currently there are 7-8 companies from Cayuga County showing interest in applying for state funding through the CFA this year. CEDA staff will continue to look for additional applicants as well. The Chamber Advocacy Committee is drafting a survey asking businesses and organizations and Cayuga County about the issue of water quality in Owasco Lake. The intent is to get a sense of the economic impacts of the recent algal blooms. CEDA will help to distribute the survey. Ms. Verrier spoke with Dr. Gibraltar from Wells College regarding the "free" college tuition legislation, and he expressed an interest in having CEDA assist via outreach with information about the program and the funding that is available for students opting to attend private colleges. Ms. Verrier is drafting a blog post to push out encouraging people to consider Wells and CCC, as well as the tuition programs that apply to these schools. Ms. Verrier stated she is continuing to work with CenterState on FDI initiatives, including a possible conference for foreign drone-related companies. There is also regional interest in collaboration on controlled environment agriculture (CEA), or greenhouses. Both of these projects are still in the infancy stages. Ms. Edinger asked for information about the history of the CFA in Cayuga County. How many projects had been approved in Cayuga County, what are their status, etc.

6. IBA Update:

Ms. Verrier explained that the letter of intent to purchase the Lexi Building had expired and that Mr. Collella had been informed that they did not intend to extend the letter. Ms. Verrier reported that she spoke with Ray Lawrence, our representative from ESD, regarding the incentive proposal for the \$500k in ESD funding that had been awarded. Mr. Lawrence is strongly suggesting that CEDA sign the incentive proposal despite the potential for a different approach as it can always be amended later. Ms. Verrier stressed that if the funding is not secured by signing the incentive proposal, it is unlikely it would be awarded again if it is needed. Mr. Currier suggested signing the incentive proposal but submitting it with a cover letter to explain the current situation to create a paper trail. Board members agreed that a cover letter would address concerns about accepting the funding despite possible changes to the scope. Further discussion will be part of the agenda for the May's Board

meeting after the IBA committee has had a chance to meet. Ms. Verrier will reach out to Mr. Lawrence to obtain an extension to the incentive proposal as it is due ahead of the next meeting.

7. Committee Reports:

Nominating Committee - Ms. Aikman asked the current Board members to suggest potential Board members and the industries they represent to the Nominating Committee. Ms. Dacey suggested someone from CMI and Mr. Batman suggested a looking at the list of Leadership Cayuga alumni.

Ad Hoc Website Committee – Ms. Higgins explained the status of the CEDA website. She stated that, while some language needs to be restructured, there is a lot of good information provided. She noted that there are changes planned for the menu bar at the top of the page to make navigating the website easier. There will be multiple ways to get information, so finding resources should be easier for each visitor.

CSS Update – Ms. Edinger stated that Mr. Lewis had done an outstanding job of coordinating Ms. Verrier's performance review. He did a lot of work pulling together a lot of information from various perspectives. Ms. Edinger also thanked Mr. Miles for his time and assistance with Ms. Verrier's professional development.

Motion to adjourn was made by Mr. Lockwood and seconded by Ms. Aikman. Motion carried and the meeting was adjourned at 9:08am.

The next CEDA meeting will take place on Thursday, May 25th at 8:00 am.