

Auburn Local Development Corporation
Finance Committee Charter
Adopted: June 17, 2015

This Finance Committee Charter was adopted by the Board of Directors of the Auburn Local Development Corporation (“Corporation”), a public benefit corporation established under the laws of the State of New York, on this 17th day of June, 2015.

I. Purpose

In accordance with the Public Authorities Accountability Act of 2005 and Public Authority reform Act of 2009, the purpose of the finance committee is to oversee the Corporation's debt and debt practices and to recommend policies concerning the Corporation’s issuance and management of debt.

II. Duties of the Finance Committee

It shall be the responsibility of the finance committee to:

- Review proposals for the issuance of debt by the Corporation and its subsidiaries and to make recommendations concerning those proposals to the Board.
- Make recommendations to the Board concerning the level of debt and nature of debt issued by the Corporation.
- Make recommendations concerning the appointment and compensation of bond counsel, investment advisors and underwriting firms used by the Corporation, and to oversee the work performed by these individuals and firms on behalf of the Corporation.
- Meet with and request information from Corporation staff provided through CEDA contract, independent auditors and advisors or outside counsel, as necessary to perform the duties of the committee.
- Retain, at the Corporation’s expense subject to Board approval, such outside counsel, experts and other advisors as the finance committee may deem appropriate.
- Review proposals relating to the repayment of debt or other long-term financing arrangements by the Corporation and its subsidiaries.
- Annually review the Corporation’s financing guidelines and make recommendations to the Board concerning criteria that should govern its financings. These should include security provisions required for a bond financing undertaking, specific requirements of credit enhancements or additional guarantees used, such as a pledge of revenues, financial covenants or debt service reserves.
- Report annually to the Corporation’s Board how it has discharged its duties and met its responsibilities as outlined in the charter.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the Board approval for proposed changes.

III. Composition and Selection

The finance committee shall consist of not less than three (3) independent members of the board of directors, who shall constitute a majority on the committee. If the board has less than three independent members, non-independent members may be appointed to the committee provided that the independent members constitute a majority of the committee. The Corporation’s Board shall appoint the finance committee members and the finance committee chair. Finance committee

members shall serve staggered three-year terms. At least one member of the finance committee shall not be a member of the audit committee. Members appointed to the committee shall have the background necessary to perform its duties.

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

IV. Meetings

The finance committee shall meet at such times as deemed advisable by the chair, but not less than twice a year. The committee must meet prior to any debt issuance planned to be undertaken by the Corporation.

Members of the finance committee are expected to attend each committee meeting, in person or via telephone or videoconference. The finance committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the committee members present or participating through telephone or videoconference shall constitute a quorum.

Meeting agendas shall be prepared prior to every meeting and provided to finance committee members along with briefing materials five (5) business days before the scheduled finance committee meeting. The finance committee may act only on the affirmative vote of a majority of the members or by unanimous consent. Minutes of these meetings shall be recorded.

A report of the committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following the meeting of the committee.

Meetings of the committee are open to the public, and the committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

V. Responsibilities

In addition to the duties and responsibilities outlined in section II above, the Board may wish to authorize the finance committee to perform the following additional duties:

A. Review the Corporation's Annual Budget

The finance committee shall at the request of the Corporation Board:

- Review the Corporation's proposed annual operating budget as presented by Corporation management for the upcoming fiscal year.

- Recommend the annual budget to the board for approval after incorporating necessary amendments.
- Monitor and report to the board on the Corporation's compliance with its adopted budget during the fiscal year (actual verses estimated budget) on a monthly/quarterly basis.

B. Oversee the Corporation's Investments

The finance committee shall at the request of the Corporation Board:

- Annually review the Corporation's investment policy and evaluate allocation of assets.
- Review and recommend to the Board approval of the Corporation's annual investment report.
- Annually review the Corporation's audit of investments as provided by independent auditors.
- Recommend to the board the selection of investment advisors.
- Monitor the economic performance of the Corporation's pension plans.

C. Assess the Corporation's Capital Requirements and Capital Plan

The finance committee shall at the request of the Corporation Board:

- Assess the financial requirements of the Corporation's capital plans. The assessment is to include current and future capital needs, a justification of why such capital expenditure is required and an explanation of funding sources for capital projects such as grants, issuance of debt or specified pay- as-you-go resources.
- Review the financial aspects of major proposed transactions, significant expenditures, new programs and services, as well as proposals to discontinue programs or services and making action recommendations to the board.

D. Review Financial and Procurement Thresholds

The finance committee shall at the request of the Corporation Board:

- Review and make recommendations to the Board regarding any proposed procurements submitted to the committee by the Corporation's procurement officer.
- Review and recommend changes to the Corporation's thresholds for procuring goods and services and procurement policy.
- Review and recommend changes to the Corporation's fee schedules.
- Review the scope and terms of the Corporation's insurance policies and liability coverage on an annual basis.