

OPERATION OSWEGO COUNTY, INC.
BOARD OF DIRECTORS MEETING
Zoom Conference Call
June 5, 2020

PRESENT:

ANDERSON	GILSON	PETER-CLARK
BATEMAN	GLASS	PHELPS
BEHLING	GRECO	RANSOM
CULLINAN	HOLST	SHARKEY IV
EGAN	LOBDELL	TASCARELLA
GALLOWAY	MURPHY	TUCKER
		TURNER

Ex-Officio: P. Church and T. Stahl

Counsel: Kevin Caraccioli, Esq.

Staff: L. Michael Treadwell, Kevin LaMontagne, Austin Wheelock, Evelyn LiVoti, Teresa Woolson and Karen Perwitz

President Bateman called the meeting to order at 9:15 a.m. President Bateman reported that the Notice of the Meeting was posted in the Palladium Times on May 19, 2020.

President Bateman listed the items in the Consent Agenda and asked if there were any reports in the Consent Agenda that anyone would like pulled out for further discussion. There were none.

CONSENT AGENDA

On a motion by Ms. Peter-Clark, seconded by Mr. Turner, the Consent Agenda Items were approved, as follows: Board of Directors Minutes of March 9, 2020; Real Estate Development Committee Minutes of May 6, 2020; Executive Committee Minutes of March 21 and May 11, 2020; Business Outreach Committee of March 24, 2020; Minutes of the Marketing & Development Committee of April 1, 2020; and Minutes of the Nominating Committee of March 26, 2020.

Financial Reports

President Bateman reviewed the OOC Financial Statements as of February 29, 2020. **On a motion by Mr. Anderson, seconded by Mr. Ransom, the Financial Statements for January – February 2020 were approved.**

President Bateman reviewed the OOC Foundation Financial Statements as of February 29, 2020. **On a motion by Mr. Tascarella, seconded by Mr. Anderson the Financial Statements for January – February 2020 were approved.**

Policies for Annual Review

Mr. Caraccioli provided a review of the annual policies for review and approval with no changes as recommended by the Executive Committee. **On a motion by Ms. Bateman, seconded by Ms. Holtz, the Audit Committee Charter was ratified, copy attached. On a motion by Ms. Bateman, seconded by Mr. Turner the Code of Ethics was ratified, copy attached.**

OOC COVID-19 Response

Mr. LaMontagne provided a review of the COVID-19 Loan Fund, noting that the Executive Committee as the Loan Committee has met weekly for the last 8 weeks to review and approved 41 loans to date. 10 loans were denied for credit or other reasons. He noted a large mix of businesses and industries as well as geographic areas, noting 11 loans in the cities and 31 loans spread out to the towns/villages. He noted an excellent job by Karen Perwitz and the legal counsel staff to provide quick processing, were approved and closed within a week. Mr. Stahl thanked the board and office staff for a great job pushing out and getting the funds into the hands of the businesses. Mr. Caraccioli further added that this was a great team effort, nearly flawless and it was great to be involved with a great organization like this. Mr. Caraccioli noted that the City provided 33 loans from their \$250,000 emergency relief loan pool.

Mr. LaMontagne provided information on another programs by OOC and the IDA, providing loan deferrals with a short application provided on the website. The Loan Deferral Program provided deferment from P&I through October 1, 2020. The program was not marketed but used as a tool to help businesses. OOC provided 2 loan deferrals and IDA provided 23.

Mr. LaMontagne reported on a program by the U.S. Small Business Administration for the 504 Loans in OOC's portfolio. The SBA is providing 6-months of payments on all loans, automatically. The payment includes principal, interest and fees. This includes 26 loans and \$55,000 per month payments for Oswego County businesses.

Ms. LiVoti reported on the outreach and marketing efforts which began in early March with a press release. She noted that she was juggling information from Federal, state and local programs, Governor's Executive orders, etc. Ms. LiVoti created a web page to house the information with a slider on the home page to direct visitors to the page with continual updates. She noted E-News activity was extremely high, with many more e-news editions as well as statistics jumping and click-through rates rising. Mr. Wheelock noted that they created an information template and had it up right away. This information was picked up nationally, noting we were one of the first places to get the information out! Mr. Turner noted that the county worked hard to keep information updated and out. He appreciated and thanked the staff on behalf of the legislature for the quick response by us when asked to share information. Ms. LiVoti thanked County as well for their help. President Bateman thanked all for sharing.

On a motion by Ms. Tucker, seconded by Mr. Gilson, ratification of all emergency actions including the loan committee are approved.

OOC Advanced Manufacturing Loan

Mr. LaMontagne provided information on Healthway Home Products in Pulaski. The company is going through a large increased demand for their filter products around the world. The company has been providing products to New York City hospitals and all over the world. the company is prioritizing the NY Based orders and hiring new employees, with 27 hired to date and 15 more needed. The expansion in the Village of Pulaski includes bringing back product lines from China, investing in equipment and new equipment to manufacture filters in house. They need working capital, inventory and raw materials, payroll and training funds. Healthway has purchased a facility on Salina Street in Pulaski for the filter pleating machine operations. They are expanding the former FX Caprara property, connecting two buildings. The project cost is a moving target at \$8 million now. Mr. Lobdell noted that there are changes within the industry regarding ventilation and improved filtration in large

buildings. Providing products to DeBai, NYC, ConnexCare, Phillipines, UAE and Japan. The technology works well for bacteria and viruses. Challenges include the vendors who are not essential businesses. Sales are 250% above last year.

Mr. LaMontagne reported on the financing to include a \$120,000 OOC Advanced Manufacturing Loan, as well as working with the CNY RPB and the IDA on additional financing. Mr. Treadwell congratulated Mr. Lobdell on leadership and fighting this worldwide. Mr. Gilson noted he is the area's county legislature and neighbor and thanked him for picking this area when he could have gone anywhere in the world.

Mr. Lobdell noted a program with the Pulaski School District to contribute to the graduating seniors with a small scholarship and internship opportunities and place their names on the Marquee of the Kallet Theater.

On a motion by Ms. Bateman, seconded by Ms. Peter-Clark, the Advanced Manufacturing Loan approval for Healthway Home Products, Inc. was ratified.

Economic Development Products/Initiatives

Mr. Treadwell provided an update on the Nestle Site Manufacturing Startup Facility, Airport Sewer Project, SSC Scriba solar project, ASA Volney NY Solar I LLC, GSP 1616 County route 12 LLC solar project and the DePaul Housing project.

Mr. Caraccioli shared that the Town of Scriba, Oswego City School District and County of Oswego have entered into a Tax Agreement with Exelon for the Nine Mile Point Nuclear Power Plants, to insure viability of Units 1 & 2 in the future. The company has provided an application to the IDA for a PILOT agreement.

Mr. Treadwell thanked Barbara Bateman for her dynamic commitment to OOC, appreciating the 4 years as President. Ms. Bateman noted it was a pleasure and honor to work with an elite group, looking forward to continuing working under Ellen Holst.

ADJOURNMENT

On a motion by Mr. Ransom, seconded by Mr. Behling, the meeting was adjourned at 10:28 a.m.

Respectfully submitted,

Eric Behling
Secretary

OPERATION OSWEGO COUNTY, INC.

CODE OF ETHICS

This Code of Ethics shall apply to all officers and employees of the OPERATION OSWEGO COUNTY, INC. (the Company). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Company's directors and employees and to preserve public confidence in the Company's mission.

Responsibility of Directors and Employees

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. Gifts could be presented in the form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Company.
4. Directors and employees shall not use or attempt to use their official position with the Company to secure unwarranted privileges for themselves, members of their family or others, including employment with the Company or contracts for materials or services with the Company.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Directors and employees shall manage all matters within the scope of the Company's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the Company without bias and shall support the Company's mission to the fullest.
8. Directors and employees shall not use Company property or resources or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law and the Company's mission and goals.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

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

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

Compliance with the Oswego County Board of Ethics

All Company directors shall be required to comply with the policies prescribed by the Oswego County Board of Ethics and provide the OOC written proof that all disclosures have been filed.

Penalties

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

Reporting Unethical Behavior

Employees and directors are required to report possible unethical behavior by a director or employee of the Company to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Company.

This policy has been reviewed and approved by the Executive/Governance Committee at its meeting held on May 11, 2020, and ratified by the Board of Directors at its meeting held on June 5, 2020.

Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Board of Operation Oswego County, Inc. (the Corporation), a public benefit corporation established under the laws of the State of New York, on this 22nd day of September, 2015.

Purpose

Pursuant to Article IV, Section 1(c) of the Corporation's By-Laws, the purpose of the audit committee shall be to (1) assure that the Corporation's board fulfills its responsibilities for the Corporation's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors.

Powers of the Audit Committee

It shall be the responsibility of the audit committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Corporation.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Corporation employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with Corporation staff, independent auditors or outside counsel, as necessary.
- Retain, at the Corporation's expense, such outside counsel, experts and other advisors as the audit committee may deem appropriate.

The Corporation's board will ensure that the audit committee has sufficient resources to carry out its duties.

Composition of Committee and Selection of Members

The audit committee shall be established as set forth in and pursuant to Article IV, Section 1(c) of the Corporation's bylaws. The audit committee shall consist of at least three members of the board of directors who are independent of Corporation operations. The Corporation's board will appoint the audit committee members and the audit committee chair.

Audit 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, audit 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.

Ideally, all members on the audit committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The audit committee shall have access to the services of at least one financial expert; whose name shall be disclosed in the annual report of the Corporation.

The audit committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of audit committee functions.

Meetings

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the audit committee are expected to attend each committee meeting, in person or via telephone or videoconference. The audit committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The audit committee will meet with the Corporation's independent auditor at least annually to discuss the financial statements of the Corporation.

Meeting agendas will be prepared for every meeting and provided to the audit committee members along with briefing materials 5 business days before the scheduled audit committee meeting. The audit committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Responsibilities

The audit committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Corporation's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the Corporation.

A. Independent Auditors and Financial Statements

The audit committee shall:

- Appoint, compensate and oversee independent auditors retained by the Corporation and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Corporation's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support the Corporation's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Corporation, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the Corporation's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Auditors

The audit committee shall:

- Review with management and the internal audit director, the charter, activities, staffing and organizational structure of the internal audit function. The audit committee shall

have Corporation over the appointment, dismissal, compensation and performance reviews of the internal audit director.

- Ensure that the internal audit function is organizationally independent from Corporation operations.
- Review the reports of internal auditors, and have Corporation to review and approve the annual internal audit plan.
- Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

C. Internal Controls, Compliance and Risk Assessment

The audit committee shall:

- Review management's assessment of the effectiveness of the Corporation's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

D. Special Investigations

The audit committee shall:

- Ensure that the Corporation has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the Corporation or any persons having business dealings with the Corporation or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

E. Other Responsibilities of the Audit Committee

The audit committee shall:

- Present annually to the Corporation's board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Corporation. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.

This Policy has been reviewed and re-affirmed by the Audit Committee/Executive Committee on May 11, 2020 and ratified by the Board of Directors on June 5, 2020.

Eric Behling
Secretary

[END OF CHARTER]