

OPERATION OSWEGO COUNTY, INC.
BOARD OF DIRECTORS MEETING
Lake Ontario Event and Conference Center
26 East First Street, Oswego, New York
December 14, 2017

PRESENT:

BATEMAN
BEHLING
CULLINAN
GRECO

HOLST
JOYCE
LODBELL
MERVINE

PHELPS
QUENVILLE
RANSOM
SHARKEY

Conference: Peter-Clark

Guests: Chena Tucker

Staff: Treadwell, Dano, Wheelock, LiVoti, Woolson and Perwitz

President Bateman called the meeting to order at 3:05 p.m. at 26 East First Street in Oswego.

President Bateman reported that the Notice of the Meeting was posted in the Palladium Times on November 29, 2017.

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 Mr. Phelps, seconded by Mr. Cullinan, the Consent Agenda Items were approved, as follows: Board of Directors Minutes of September 18, 2017, Real Estate Development Committee Minutes of September 13, 2017, Marketing and Development Committee Minutes of October 26, 2017; Executive Committee Minutes of November 15, 2017, including the following: Audit Committee Charter (copy attached), Code of Ethics (copy attached), Conflict of Interest Policy (copy attached), Investment Policy Guidelines and Procedures (copy attached), Procurement Policy (copy attached) and Use of Discretionary Funds Policy (copy attached).

Financial Statements

Treasurer Quenville reviewed the September reports for Operation Oswego County. Treasurer Quenville reviewed the September financial reports for Operation Oswego County Foundation, Inc. Following no questions, **on a motion by Mr. Ransom, seconded by Mr. Behling, the OOC and OOC Foundation Financial Statements for the Periods ending July 31, 2017; August 31, 2017; and September 30, 2017 were unanimously approved.**

Workforce Development Board Study

Chena Tucker, Executive Director of the Workforce Development Board of Oswego County, gave a presentation on the Study. Following discussion, Ms. Tucker noted that strategic planning would begin in the Spring. Ms. Tucker requested continued collaboration from Operation Oswego County and the Board of Directors.

2018 Action Plan

Mr. Treadwell reviewed the 2018 Action Plan. He noted that the County's Strategic Economic Advancement Plan elements were included in this Plan as OOC is the lead agency in implementing certain components of the plan. **On a motion by Mr. Lobdell, seconded by Mr. Quenville, the 2018 Action Plan was approved.**

SBA 504 Loan Program

Mr. Dano reported that the SBA 504 Loan Application for Marmon Enterprises USA, LLC has been approved by SBA. Mr. Dano reported on the following projects which are approved awaiting funding: Finger Lakes Stairs, Happy Hearts Childcare, Off Broadway Dance Center, Man in The Moon Candies and Nonna Dina Pizzeria.

Conflict of Interest Policy

President Bateman reported that the Annual Affirmation Statements regarding the Conflict of Interest Policy were provided and need to be filled out, signed and returned to Teresa at OOC.

2018 Next Great Idea

Mr. Wheelock provided an update on the Business Plan Competition for 2018. He noted proposals are due in February with business plans due in June and oral presentations in September.

Oswego County Regional WWTP Feasibility Study

Mr. Treadwell reported on the partnership between OOC, IDA and Oswego County for a feasibility study for creating an Oswego County Regional Waste Water Treatment Plant to serve from Phoenix to the east side of Fulton, including the Oswego County Industrial Park in Schroepfel. Oswego County approved 50% funding with the IDA and OOC contributing the other half. Mr. Treadwell noted that C&S Engineers, Inc. will be contracted with for the 4-5 month study. Mr. Treadwell noted that this was one of the key elements in the Oswego County Economic Advancement Plan.

Grossman St. Amour, CPAs PLLC

Mr. Treadwell noted that a communication letter from the auditors, Grossman St. Amour, dated November 13, 2017, was distributed to the Board. This is a Planning Communication Letter required by the auditors regarding the upcoming audit scheduled to start on January 15th.

2017 Regional Economic Development Council Awards

Mr. Treadwell reported the announcements from the Governor's Office included full funding approval for all 8 priority projects submitted from Oswego County. Several non-ESDC projects were also funded. Other State agencies could be announcing additional funding.

Annual Fund Drive

Ms. LiVoti reported that the 2017 Fund Drive goal of \$45,000 has been met, with \$48,630 to date (108%). She noted, however, that this is the second year of Exelon Corporation's \$30,000 donation, bringing the total down to \$18,630. Ms. LiVoti noted that some contributors have fallen off and Board contribution is at 86%.

Economic Development Projects

Mr. Treadwell updated the Board on the following projects: Oswego Health Behavioral Health Services, Aldi/Nestle Site – Restore NY, Quality Inn Water Park, Tailwater Lodge, OCIP Improvements, Baker Eye Center and Doty Contracting.

ADJOURNMENT

On a motion by Ms. Holst, seconded by Mr. Greco, the meeting was adjourned at 5:10 p.m.

Respectfully submitted,

L. Michael Treadwell
Executive Director

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:

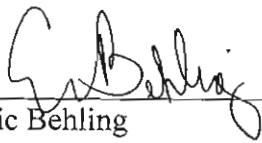
- Ensure that the Corporation has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the Corporation or any persons having business 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 November 15, 2017 and ratified by the Board of Directors on December 14, 2017.


Eric Behling
Secretary

[END OF CHARTER]

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.

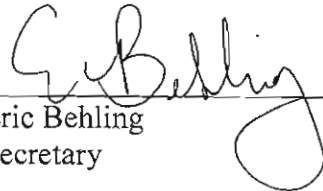
Penalties

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 is ratified the 14th day of December, 2017, by action of the OOC Board


Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

CONFLICT OF INTEREST POLICY

Article I – Purpose

The purpose of the conflict of interest policy is to protect the Operation Oswego County, Inc.'s (OOC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the OOC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which OOC has a transaction or arrangement,
- b. A compensation arrangement with OOC or with any entity or individual with which OOC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual which OOC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing body or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether OOC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in OOC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the members, response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from OOC for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OOC for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OOC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

Article VII – Periodic Reviews

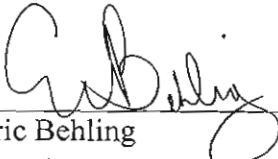
To ensure OOC operates in a manner consistent with its corporate purposes and does not engage in activities that could jeopardize its tax status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to OOC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This Policy is re-affirmed and adopted the 14th day of December, 2017, by action of the OOC Board


Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

INVESTMENT POLICY GUIDELINES AND PROCEDURES

Adopted the 2nd day of December, 2015

POLICY:

Except as otherwise prohibited or regulated by federal or state law, or regulation, or by court order, the Executive Director or his/her designee, shall temporarily invest funds of Operation Oswego County, Inc., not required for immediate expenditure, in certain acceptable investment instruments as outlined in the guidelines and procedures as set forth below. In investing such funds the Executive Director shall concurrently pursue the following objectives:

1. To provide a level of liquidity to insure the availability of funds for payment to meet obligations of the Operation Oswego County, Inc. or for disbursement otherwise required.
2. To minimize the amount of funds un-invested.
3. To minimize the risk of any potential loss or devaluation of funds invested.
4. To earn a maximum rate of return on funds invested, within the limitations as to types of investments permitted under these policies and the provisions of General Municipal Law.

GUIDELINES AND PROCEDURES:

1. Funds to Be Invested

1) To the extent that Operation Oswego County, Inc. has funds beyond that which are necessary to meet current obligations or for disbursement otherwise required, such funds shall from time to time be invested by the Executive Director in acceptable investment instruments.

2. Acceptable Investment Instruments

1) Acceptable investment instruments for the investment of funds by the Executive Director are as follows:

a) Certificates of Deposit issued by a bank or trust company authorized to do business in New York State, provided however, that such Certificates of Deposit shall be payable within such time as the proceeds shall be needed to meet expenditures for which such

monies were obtained, and provided further that such certificates of deposit be secured in the same manner as provided for securing deposits of public funds by Subdivision 3 of Section 10 of the New York General Municipal Law.

b) Time Deposit Accounts in a bank or trust company authorized to do business in New York State, provided however, that such Time Deposit Accounts shall be payable within such time as the proceeds shall be needed to meet expenditures for which such monies were obtained and provided further that such time deposit accounts be secured in the same manner as is provided for securing deposits of public funds by Subdivision 3 of Section 10 of the New York General Municipal Law.

c) Obligations of agencies of the federal government if principal and interest is guaranteed by the United States.

d) Obligations of the State of New York, and its political subdivisions.

3. Timing of Investments

1) The Executive Director shall maintain a portfolio of all investments. Investments made by the Executive Director shall generally mature or otherwise be available for sale or redemption without penalty at such times as funds invested are required for payment to meet obligations of Operation Oswego County, Inc., or are otherwise required for disbursement.

4. Collateral Requirements

1) Certificate of Deposits and Time Deposit Accounts shall be fully secured to the maximum amount set by the Federal Deposit Insurance Corporation.

2) Certificate of Deposits and Time Deposit Accounts with principal value in excess of the amount insured by the Federal Deposit Insurance Corporation, shall be fully secured by eligible securities as that term is defined in Section 10 of the General Municipal Law having in the aggregate a market value at least equal to the aggregate amount of the deposits and Third Party Custodial Agreements shall be entered into with the deposit institution.

3) Collateral shall be delivered to and held by the Executive Director as part of the investment portfolio or be delivered to a custodial bank or trust company with which Operation Oswego County, Inc. has a Custodial Agreement. Said Custodial Institution shall provide written confirmation to the Executive Director of the obligations held in such institutions as collateral for investments of Operation Oswego County, Inc..

4) Collateral is required for Certificate of Deposits and Time Deposit Accounts at 105% of all deposits not covered by federal deposit insurance. Obligations that may be pledged as collateral are obligations of the United States and its agencies and obligations of the State of New York and its political subdivisions.

5. Custodial Institutions

1) The Executive Director shall from time to time enter into contracts with banks or trust companies licensed to do business in New York State to act as custodian of funds owned by Operation Oswego County, Inc. or of funds pledged as collateral for certificates of deposit or time deposit accounts. Custodians must be member banks of the Federal Reserve Bank or maintain accounts with member banks. A custodial contract shall not be entered into for holding of an investment with the same party from which such investment instrument was acquired, without approval of the Board of Directors of the Operation Oswego County, Inc. A custodial contract may be entered into with the Trust Department of the seller of the investment instrument provided that the Trust Department is a separate corporate entity. At the request of the Executive Director, custodial institutions shall verify collateral held on behalf of Operation Oswego County, Inc. as property or as collateral for an investment instrument.

6. Financial Strength of Institutions

1) The financial statements of banks and trust companies with which Operation Oswego County, Inc. transacts investment business shall be reviewed from time to time or at least by the Executive Director to determine the financial strength and or credit worthiness of the institution.

7. Competition for Acquisition and Sale of Investment Instruments

1) The Executive Director shall endeavor to insure competition amongst interested and eligible institutions for the acquisition or sale of investment instruments and shall make every reasonable effort to solicit by telephone or other electronic device at least three quotations for every investment transaction except for interim investment instruments which may from time to time be necessary to conduct normal day to day business operations of Operation Oswego County, Inc..

2) The Executive Director shall maintain a file of any confirmations, correspondence, or statement which support investment activity.

8. Report to be Provided

1) The Executive Director shall prepare quarterly and annual reports to the Board of Directors of Operation Oswego County, Inc. reflecting, as of the last day of such quarter, an inventory of investment instruments, a listing of investment instruments acquired or redeemed during the quarter, and a statement of investment income earned for the quarter and cumulative total interest earned since the beginning of the current fiscal year.

9. Internal Controls to be Maintained

1) The Executive Director shall establish, document and maintain a system of internal controls which provides for segregation of duties with respect to investment activities, cash receipts, and accounting.

10. Miscellaneous Provisions

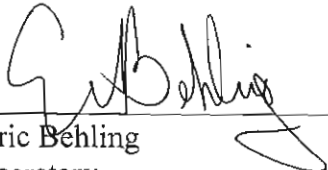
1) The Executive Director from time to time shall designate qualified staff personnel to assist in carrying out the provisions of the Policies Guidelines and Procedures as outlined above.

11. Intent

It is the intent that this Investment Policy Guidelines and Procedures conform to the requirements of the provisions of Sections 10 and 11 of the New York General Municipal Law, as the same may be amended from time to time, and in the event of any inconsistency between these policies and the provisions of those statutes, the statutory provision shall control and be followed to their fullest extent by the Agency and its officers and directors.

APPROVAL:

This Policy has been reviewed and approved by the executive/Governance Committee at its meeting hold on November 15, 2017, and the Board of Directors at its meeting held on December 14, 2017.


Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

PROCUREMENT POLICY

Adopted the 2nd day of December, 2015

SECTION 1. INTRODUCTION.

(A) Scope. In accordance with Article 18-A of the General Municipal Law (the “Act”), Section 104-b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, OPERATION OSWEGO COUNTY, INC. (the “Organization”) is required adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the General Municipal Law and paid for by the Organization for its own use and account.

(B) Purpose. Pursuant to Section 104-b of the General Municipal Law, 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 a political subdivision or district, 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.

SECTION 2. PROCUREMENT POLICY.

(A) 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.

(B) 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:

(1) 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 General Municipal Law which requires competitive bidding for expenditures of (a) more than \$35,000 for the performance of any public works contract (services, labor or construction), and (b) more than \$20,000 for any purchase contract (acquisition of commodities, materials, supplies or equipment).

(2) 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.

(3) The Executive Director or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Organization's Counsel.

(C) 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:

- (1) General Municipal Law Section 103 (3) (through county contracts), or
- (2) General Municipal Law Section 104 (through state contracts), or
- (3) State Finance Law, Section 175-b (from agencies for the blind or severely handicapped), or
- (4) Correction Law, Section 186 (articles manufactured in correctional institutions).

(D) Procedures for the Purchase of Commodities, Equipment or Goods under \$20,000.

- (1) **Up to \$1,000:** The discretion of the Executive Director or authorized designee.
- (2) **\$1,001 - \$10,000:** Documented verbal quotations from at least three vendors.
- (3) **\$10,001 - \$20,000:** Written/fax quotations from at least three vendors.

(E) Procedures for the Purchase of Public Works or Services under \$35,000.

- (1) **Up to \$10,000:** The discretion of the Executive Director or authorized designee.
- (2) **\$10,001 - \$20,000:** Documented verbal quotations from at least three vendors.
- (3) **\$20,001 - \$35,000:** Written/fax quotations from at least three vendors.

(F) Basis for the Award of Contracts. Contracts will be awarded to the lowest responsible vendor who meets the specifications.

(G) Award to Other than the Lowest Cost Quoted. Circumstances justifying an award to other than the lowest cost quoted include the following:

- (1) Delivery requirements;
- (2) Quality requirements;
- (3) Quality;
- (4) Past vendor performance;

- (5) The unavailability of three or more vendors who are able to quote on a procurement; and
- (6) It may be in the best interests of the Organization to consider only one vendor who has previous expertise with respect to a particular procurement.

(H) Documentation.

(1) For each purchase made 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.

(2) The basis for any determination that competitive bidding is not required shall be documented, in writing, by the Executive Director or such authorized designee, and filed with the purchase order or contract therefore.

(3) For those items not subject to competitive bidding such as professional services, emergencies, purchased under city contracts or procurements from sole sources, documentation should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:

- (a) a description of the facts giving rise to the emergency and that they meet the statutory criteria; or
- (b) a description of the professional services; or
- (c) written verification of city contracts; or
- (d) opinions of Counsel, if any; or
- (e) a description of sole source items and how such determinations were made.

(4) Whenever an award is made to other than the lowest quote the reasons for doing so shall be set forth in writing and maintained in the procurement file.

(5) 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.

(I) Exceptions to Bidding. Exceptions to the foregoing bidding requirements are permitted in the following circumstances:

(1) **Emergency Situation.** An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the Executive Director such emergency shall not be subject to competitive bidding or the procedures stated above.

(2) **Resolution Waiving Bidding Requirements.** The Organization may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

(3) **Sole Source.** 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. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.

(4) **True Lease.** Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired and price.

(5) **Insurance.** All insurance policies shall be procured in accordance with the following procedures:

(1) Premium less than \$15,000 – documented telephone quotations from at least three agents (if available).

(2) Premium over \$15,001 – written quotations/fax or proposals from at least three agents (if available)

(6) **Professional Services.** This category includes services which require special education and/or training, license to practice or are creative in nature. Examples of professional services are: lawyers, doctors, accountants, engineers, artists, etc.

(J) **Minority and Women Business Enterprises.** The Organization shall comply with all applicable legal requirements relating to the hiring of such businesses.

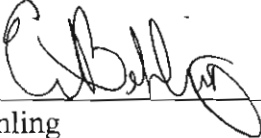
(K) **Input from members of the Organization.** Comments concerning the procurement policy shall be solicited from the members of the Organization from time to time.

(L) **Annual Review.** The Organization shall annually review its policies and procedures.

(M) **Unintentional Failure to Comply.** The unintentional failure to comply with the provisions of Section 104-b of the General Municipal Law shall not be grounds to void action taken or give rise to a cause of action against the Organization or any officer thereof.

SECTION 3. APPROVAL.

This Policy has been reviewed and approved by the executive/Governance Committee at its meeting held on November 15, 2017, and the Board of Directors at its meeting held on December 14, 2017.


Eric Behling
Secretary

[END OF POLICY]

OPERATION OSWEGO COUNTY, INC.

Use of Discretionary Funds Policy

This Policy is adopted the 14th day of December, 2017, by the unanimous vote of the OPERATION OSWEGO COUNTY, INC., a quorum of its members having been present and voting in the affirmative.

WHEREAS, the Board of the OPERATION OSWEGO COUNTY, INC. must authorize the use of OOC funds; and

WHEREAS, the OOC Board yearly reviews and updates its Mission Statement & Objectives as appropriate; and

WHEREAS, the members of the OOC Board have executed an Acknowledgement of Fiduciary Responsibility;

NOW, THEREFORE, be it

RESOLVED that the Members of the OPERATION OSWEGO COUNTY, INC. establish the following policy regarding the expenditure of OOC discretionary funds:

1. General: The expenditure of OOC funds is to be limited to purposes that are related to and supportive of the mission and authority of the OOC and shall not be spent in support of the private or personal interests or to the benefit of directors, management or staff.

2. Expense Reimbursement – Employees and Board members may be reimbursed for expenses, incurred while carrying out OOC business, including, but not limited to, meals, lodging, mileage, parking, highway tolls. An employee or board member using his/her own vehicle to conduct OOC business will be reimbursed at the mileage rate established by the County of Oswego Legislature.

3. Training/Memberships- Employees and Board Members are entitled to be reimbursed for training, education and membership fees which are incurred for the purpose of advancing the mission of the OOC. Professional licensing expenses or membership in a Board Member or Employees Professional Organizations are not reimbursable.

4. Annual Meeting- Expenses incurred as a result of attendance at the Annual Meeting of the New York State Economic Development Council shall be reimbursed.

5. Prior Board Approval- Prior Board approval shall be obtained for the incurrence of expenses in excess of \$500.00 for travel and meetings.

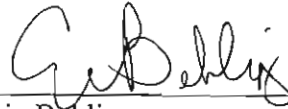
Use of Discretionary Funds Policy – Cont.

6. Business Meetings- Payment for Business Meetings, including meals, involving current or prospective projects may be reimbursed.

7. Board Approval – Expenses shall be reimbursed only after review and approval by the Board.

8. Ineligible Expenses- Expenses incurred for the purchase of alcoholic beverages, tobacco products, or expenses incurred on behalf of spouses or friends or guests are not eligible for reimbursement.

This policy has been reviewed and approved by the Executive Committee at its meeting held on November 15, 2017, and the Board of Directors at its meeting held on December 14, 2017.



Eric Behling
Secretary