

**Notice of Annual Meeting**

Oneida County Local Development Corporation Annual Meeting of the Members  
584 Phoenix Drive  
Rome, NY 13441  
Thursday, December 8, 2022  
2:30 PM

To: The Board Members of the Oneida County Local Development Corporation

Members of the public may listen to the Corporation meeting by calling +1-408-418-9388, Access code: 263 279 10584 or attend in person. The Minutes of the Corporation meeting will transcribed and posted on the OCLDC website.

The order of business at the Annual Meeting will be as follows:

1. Call Meeting to Order
2. Minutes from the 2021 Annual Meeting
3. Annual Report of the Corporation
4. Confirm and Nominate Officers for 2023
5. Ratify and Confirm Actions taken in 2022
6. Committee Reports
7. Old Business
8. New Business
9. Adjourn Meeting

Dated: November 28, 2022

Very truly yours,

Shawna Papale  
Executive Director/Secretary

Agenda  
Oneida County Local Development Corporation  
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Draft

Minutes of the Annual Meeting of the  
Oneida County LOCAL DEVELOPMENT CORPORATION

December 19, 2021

584 Phoenix Drive, Rome, NY/Webex Video/Teleconference Due to COVID-19 Emergency

**Members Present:** David Grow, Steve Zogby, Kirk Hinman.

**Members Present Webex:** Mary Faith Messenger, Ferris Betrus, Eugene Quadraro.

**EDGE Staff Present: Webex:** Shawna Papale, Maureen Carney, William Van Shufflin, Jennifer Waters, Mark Kaucher, Tim Fitzgerald, and Laura Cohen.

**Others Present Webex/Teleconference:** Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Mark Levitt and Jenna Peppenelli, Levitt & Gordon.

Chairman D. Grow called the meeting to order at 10:15 AM.

The Corporation reviewed the minutes from the 2020 Annual Meeting. **A motion to approve the 2020 Annual Meeting minutes, as presented, was made by M. Messenger, seconded by E. Quadraro, and carried, 6-0.**

The Corporation received and reviewed the Annual Report of the Agency. The report was accepted as presented to the Corporation.

The Corporation received the slate of officers for 2022. David Grow, Chair; Michael Fitzgerald, Vice Chair; Mary Faith Messenger, Treasurer; Shawna Papale, Secretary/Executive Director and Jennifer Waters, Assistant Secretary. Chair Grow asked if there were any additional nominations from the floor and there were none. **A motion to Nominate and Confirm Officers for 2022 was made by K. Hinman, seconded by S. Zogby, and carried, 6-0.**

**A motion to Ratify and Confirm Actions taken in 2021 was made by M. Messenger, seconded by E. Quadraro, and carried, 6-0.**

***There being no further business, at 10:18 AM a motion to adjourn the meeting was made by S. Zogby, seconded by K. Hinman, and carried, 6-0.***

Respectfully Submitted,

Tim Fitzgerald

**ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION  
ANNUAL HOUSEKEEPING RESOLUTION  
2022**

The Annual Meeting of Oneida County Local Development Corporation (the “Corporation”) was convened in public session at the offices of the Corporation located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 8, 2022 at approximately 3 o’clock p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Corporation were:

PRESENT: To be inserted

ABSENT: To be inserted

THE FOLLOWING PERSONS WERE ALSO PRESENT: To be inserted

Thereafter, a regular meeting of the Corporation was held and was convened in public session at the offices of the Corporation located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 8, 2022 at approximately 3 o’clock p.m., local time.

PRESENT: To be inserted

ABSENT: To be inserted

THE FOLLOWING PERSONS WERE ALSO PRESENT: To be inserted

At said regular meeting convened on December 8, 2022, the following Resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_, memorializing certain annual appointment and administrative actions taken at the Annual Meeting and at the regular meeting of the Corporation dated December 8, 2022, to wit:

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND  
ADMINISTRATIVE MATTERS OF THE CORPORATION.**

**WHEREAS**, the Oneida County Local Development Corporation (the “Corporation”) was formed pursuant to Sections 402 and 1411 of the Not For Profit Corporation Law of the State of New York; and

**WHEREAS**, pursuant the By-Laws of the Corporation, the Corporation has the power to make certain appointments and approve certain administrative matters; and

**WHEREAS**, pursuant the By-Laws of the Corporation, the members of the Corporation shall elect the officers of the Corporation; and

**WHEREAS**, the members of the Corporation desire to make certain appointments and approve certain administrative matters;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION, AS FOLLOWS:**

Section 1. The Corporation hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A.

(C) Confirms that the meeting held on December 8, 2022 constituted the annual meeting of the Corporation as provided in the By-Laws of the Corporation.

(D) Ratifies and confirms all actions taken by the Corporation in 2022.

Section 2. The Corporation hereby authorizes the Chairman and the Executive Director to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote by voice, which was unanimously accepted.

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK     )  
                                      ) SS.:  
COUNTY OF ONEIDA     )

I, the undersigned Secretary of Oneida County Local Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meetings of the members of the Corporation held on December 8, 2022 with the originals thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Corporation had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Shawna Papale, Secretary

SCHEDULE A  
- SEE ATTACHED -

A-1

Confirmation of Regular Corporation Meeting Schedule	2023 Meeting Calendar Attached as A-2
Officers of the Corporation	David A. Grow, Chairman Michael Fitzgerald, Vice Chair Mary Faith Messenger, Treasurer Shawna Papale, Secretary Tim Fitzgerald, Assistant Secretary
Appointment of Executive Director	Shawna Papale
Staff of the Corporation	Mohawk Valley EDGE
Appointment of Corporation Counsel	Levitt & Gordon, Esqs.
Appointment of Bond Counsel to the Corporation	Bond, Schoeneck & King, PLLC
Approval and Confirmation of Corporation Policies	Mission Statement Compensation, Reimbursement and Attendance Policy Code of Ethics Whistleblower Policy Investment Policy Disposition of Property Guidelines, Procurement Policy Travel Policy Internal Control Policy Communications Policy Conflicts Policy Sexual Harassment Policy
Appointment of Contracting Officer	Shawna Papale, Executive Director
FOIL Officer	Laura Cohen
Appointment of Governance Committee Members	David C. Grow, Chairman Michael Fitzgerald, Vice Chair Ferris Betrus, Jr. Eugene F. Quadraro Mary Faith Messenger Stephen R. Zogby Kirk Hinman
Appointment of Audit Committee Members	Kirk Hinman Mary Faith Messenger Steve Zogby
Appointment of Finance Committee Members	Michael Fitzgerald Mary Faith Messenger Ferris Betrus, Jr.



## A-2 2023 Meeting Calendar

	OCIDA 22-23 Meeting Schedule					
	Current Date or standard Date					
Sep-22	16					
Oct-22	21					
Nov-22	18					
December	16					
		Hold special meeting in Jan or late Feb if necessary				
February	10					
March	30	Hold special meeting in March if necessary				
		Hold special meeting in April if necessary				
May	5					
June	16					
July	14					
August	18					
September	15					
October	20					
		Hold a special meeting in Nov in necessary				
December	8					

