

Notice of Annual Meeting

Oneida County Local Development Corporation Annual Meeting of the Members

584 Phoenix Drive

Rome, NY 13441

Friday, December 13, 2024

8:30 AM

To: The Board Members of the Oneida County Industrial Development Agency

Members of the public may listen to the Agency meeting by calling +1-408-418-9388, Access Code: 2870 297 0893 or attend in person. The Minutes of the Agency meeting will transcribed and posted on the OCIDA website.

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

1. Call Meeting to Order
2. Minutes from the 2023 Annual Meeting
3. Annual Report of the Corporation
4. Confirm and Nominate Officers for 2025
5. Ratify and Confirm Actions taken in 2024
6. Committee Reports
7. Old Business
8. New Business
9. Adjourn Meeting

Dated: December 6, 2024

Very truly yours,

Shawna Papale
Executive Director/Secretary

Agenda
Oneida County Local Development Corporation
Annual Meeting of the Members
584 Phoenix Drive
Rome, NY 13441
Friday, December 13, 2024
8:00 AM

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DRAFT

Minutes of the **ANNUAL MEETING** of the
Oneida County LOCAL DEVELOPMENT CORPORATION

December 8, 2023

584 Phoenix Drive, Rome, NY/Webex Video/Teleconference

Members Present: David Grow, Mike Fitzgerald, Kirk Hinman, Mary Faith Messenger, Eugene Quadraro, Steve Zogby.

Members Present Webex: Ferris Betrus.

EDGE Staff Present: Shawna Papale, Steve DiMeo, Mark Kaucher, Laura Cohen, Hannah Phillips, and Maureen Carney.

Others Present: Rome Mayor Jackie Izzo; Milan Tyler, Phillips-Lytle; Mike Lennon, Indium; Camille Kahler, Saunders-Kahler; Lloyd Ploof, SQ1 Holdings; Mark Levitt and Jenna Peppinelli, Levitt and Gordon.

Others Present Webex: Laura Ruberto and Linda Romano, Bond, Schoeneck & King.

Chair Grow called the meeting to order at 8:04 AM.

Minutes – 2022 Annual Meeting

The Corporation reviewed the minutes from the 2022 Annual Meeting. **A motion to approve the 2022 Annual Meeting minutes, as presented, was moved by M. Fitzgerald, seconded by M. F. Messenger and carried, 7-0.**

2023 Annual Report

The Corporation received and reviewed the Annual Report of the Corporation. The report was received as presented and Chair Grow directed the report be filed with Corporation records.

Confirm and Nominate Officers for 2024

The Corporation received the proposed slate of officers for 2024. David Grow, Chair; Michael Fitzgerald, Vice Chair; Mary Faith Messenger, Treasurer; Shawna Papale, Secretary/Executive Director and Tim Fitzgerald, Assistant Secretary. M. Fitzgerald suggested that the 2023 terms be extended through January 31, 2024, and the board concurred. **A motion to Extend and Confirm Current Officers through January 31, 2024 was made by M. Fitzgerald, seconded by E. Quadraro and carried, 7-0.**

Ratify and Confirmation of Actions taken in 2023

A motion to Ratify and Confirm Actions taken in 2023 was made by S. Zogby, seconded by E. Quadraro and carried, 7-0.

There were no committee reports, Old Business or New Business brought before the board.

At 8:06 AM a motion to adjourn the meeting was made by M. Fitzgerald, seconded by K. Hinman and carried, 7-0.

Respectfully Submitted,

Mark Kaucher

**ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION
ANNUAL HOUSEKEEPING RESOLUTION
2024**

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 13, 2024 at approximately 9:00 o’clock a.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:

Stephen Zogby, Chairman; David Grow- Vice Chairman, Kristen Martin, Tim Reed, Aricca R. Lewis, James Genovese, and Franca Armstrong

ABSENT: None

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Shawna Papale; Timothy Fitzgerald; Laura Cohen; Mark D. Levitt, Esq., Jenna Peppenelli, Esq.;

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 13, 2024 at approximately 9:25 o’clock a.m., local time.

PRESENT:

Stephen Zogby- Chairman; David Grow- Vice Chairman, Kristen Martin, Tim Reed, Aricca R. Lewis, James Genovese, and Franca Armstrong

ABSENT: None

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Shawna Papale; Timothy Fitzgerald; Laura Cohen; Mark D. Levitt, Esq., Jenna Peppenelli, Esq.;

At said regular meeting convened on December 13, 2024, 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 13, 2024, 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 13, 2024 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 2024.

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 13, 2024 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__.

Shawna Papale, Secretary

SCHEDULE A
- SEE ATTACHED -

A-1

Confirmation of Regular Corporation Meeting Schedule	2025 Meeting Calendar Attached as A-2
Officers of the Corporation	Stephen Zogby, Chairman David Grow, Vice Chair Aricca R. Lewis, Treasurer Shawna Papale, Secretary, Timothy Fitzgerald, Assistant Secretary Laura Cohen, FOIL Officer
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 Videoconferencing Policy
Appointment of Contracting Officer	Shawna Papale, Executive Director
Appointment of Governance Committee Members	Stephen Zogby David Grow Franca Armstrong Aricca R. Lewis Kristen Martin Timothy Reed
Appointment of Audit Committee Members	Franca Armstrong Kristen Martin Stephen R. Zogby
Appointment of Nominating Committee Members	Stephen Zogby David Grow Franca Armstrong Aricca R. Lewis Kristen Martin Timothy Reed

Appointment of Finance Committee Members	Stephen Zogby David Grow Franca Armstrong Aricca R. Lewis Kristen Martin Timothy Reed
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Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director/Treasurer

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



584 Phoenix Drive, Rome, New York 13441
(315) 338-0393, fax (315) 338-5694
www.oneidacountyIDA.org

Stephen R. Zogby
Chairman

David C. Grow
Vice Chairman

Franca Armstrong
James J. Genovese, II
Aricca R. Lewis
Kristen H. Martin
Tim R. Reed

Oneida County Industrial Development Agency (OCIDA) Oneida County Local Development Corporation (OCLDC)

2025 Meeting Schedule

Month	Meeting Date	Time
January	17	8:00 AM
February	21	8:00 AM
March	28	8:00 AM
April	No Mtg Sch'd	8:00 AM
May	2	8:00 AM
June	20	8:00 AM
July	25	8:00 AM
August	No Mtg Sch'd	8:00 AM
September	5	8:00 AM
October	17	8:00 AM
November	21	8:00 AM
December	19	8:00 AM

- OCIDA meetings are held at EDGE Offices, 584 Phoenix Drive, Rome, New York 13441 unless otherwise specified.
- OCLDC meetings are immediately following OCIDA meetings on an as-needed basis.