

# SYRACUSE REGIONAL AIRPORT AUTHORITY

SYRACUSE HANCOCK INTERNATIONAL AIRPORT  
1000 COL. EILEEN COLLINS BLVD.  
SYRACUSE, NEW YORK 13212  
P: 315.454.3263  
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**Syracuse Regional Airport Authority  
Regular Meeting Agenda  
April 11, 2014  
12:00 p.m. – 1:30 p.m.  
Authority Board Room**

1. Roll Call
2. Reading and Approval of Minutes of the Previous Meeting
3. Executive Director's Report
4. CFO's Report
5. Committee Reports
  - Finance Committee
  - HR Committee
  - Governance Committee
6. Regional Advisory Board Report
7. Department of Aviation Report
8. Old Business
  - Procurement Policy
9. New Business
  - Resolution Adopting Cash Management Policy
  - Resolution Approving 2014 Capital Projects/Expenditures
  - Resolution Approving Ground Lease Agreement with FedEx Corporation
  - Resolution Approving Ground Handling Agreement with Trego-Dugan
  - Resolution Approving Parking Agreement with CuseCar
  - Resolution Approving Letter of Intent with Syracuse Jet Real Estate Management

The mission of the Syracuse Regional Airport Authority is to provide safe, secure, efficient and low-cost air transportation service to the 12-county region that Syracuse Hancock International Airport currently serves. The Authority seeks to stimulate air service, economic development, trade and tourism by focusing on the shared goals of its stakeholders: more service to more destinations, lower operating costs and increased non-aeronautical revenue. The Authority recognizes that the Syracuse Hancock International Airport is a gateway to the central New York region and beyond and seeks to optimize customer service and exceed customer expectations with continuous improvements to the terminal building and public-use facilities.

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- Resolution Creating the Position of Personnel Administrator
- Resolution Creating the Position of Public Information Officer
- Resolution Approving Facility Use Policy
- Resolution Adopting Amendments to Organizational By-Laws

## 10. Adjournment

The mission of the Syracuse Regional Airport Authority is to provide safe, secure, efficient and low-cost air transportation service to the 12-county region that Syracuse Hancock International Airport currently serves. The Authority seeks to stimulate air service, economic development, trade and tourism by focusing on the shared goals of its stakeholders: more service to more destinations, lower operating costs and increased non-aeronautical revenue. The Authority recognizes that the Syracuse Hancock International Airport is a gateway to the central New York region and beyond and seeks to optimize customer service and exceed customer expectations with continuous improvements to the terminal building and public-use facilities.

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## **Minutes of the Regular Meeting of the Syracuse Regional Airport Authority**

**March 14, 2014**

Pursuant to notice duly given and posted, the regular meeting of the Syracuse Regional Airport Authority was called to order on Friday, March 14, 2014 @ 12:11 pm in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Mr. William Fisher.

### **Members Present:**

Mr. William Fisher-Chair  
Hon. Khalid Bey  
Dr. Donna DeSiato  
Ms. Judy Flanagan (via phone)  
Mr. John B. Johnson, Jr.  
Hon. Mark Nicotra  
Ms. Beth Rougeux  
Ms. Irene Scruton  
Mr. Don Thompson  
Ms. Eleanor Ware (via phone)

### **Members Absent:**

Mr. Patrick Mannion (arrived @ 12:15)

### **Also Present:**

Ms. Christina Callahan  
Mr. Trent Amond  
Ms. Cheryl Herzog  
Ms. Heather Malinowski  
Mr. Andrew Serota  
Mr. R. John Clark  
Hon. Morris Sorbello (RAB)  
Mr. Christopher Randall (RAB)

Bill Fisher announced we have the Operating Certificate for the Syracuse Regional Airport Authority. Mr. Fisher welcomed the Regional Advisory Members, Hon. Morris Sorbello and Mr. Christopher Randall. Mr. Fisher also welcomed a meeting guest, John Messenger who works for World Fuel Services.

## **Roll Call**

As noted above, all Board Members were present, except for Patrick Mannion.

Mr. Fisher announced we have the Operating Certificate for the Syracuse Regional Airport Authority. Mr. Fisher welcomed the Regional Advisory Members, Morris Sorbello and Christopher Randall.

## **Reading and Approval of the Minutes of the Previous Month**

A motion was made by Mr. John Johnson and seconded by Ms. Eleanor Ware and was unanimously approved to accept the minutes as amended from the February 14, 2014 regular meeting.

The motion was approved 8 ayes, 0 nays.

Patrick Mannion arrived at the meeting at 12:15.

## **Executive Director's Report**

This report provides an update on the status of several initiatives, projects, and priorities as they relate to the City of Syracuse Department of Aviation and the Syracuse Regional Airport Authority.

### **Part 139 Operating Certificate**

On March 1, 2014 the Federal Aviation Administration approved and issued the Part 139 Operating Certificate to the Syracuse Regional Airport Authority. On Monday, March 3, 2014 Mr. Frank LoPrano personally delivered and presented the new certificate, which was then officially handed over by the Mayor to the Chair. Along with the certificate, the FAA returned the Authority's approved Airport Certification Manual.

- *Mr. Fisher spoke briefly about the March 3<sup>rd</sup> issuance of the Pt. 139 Operating Certificate to the Syracuse Regional Airport Authority ceremony. Mr. Fisher indicated that Mayor Stephanie Miner was in attendance and spoke at the ceremony. Mr. Fisher thanked Mr. Bey and all the other Councilors that supported the Authority through the process.*
- *Ms. Callahan thanked the Board for all of the support and work in obtaining the Pt. 139 Operating Certificate and the continued support that they provided to the management staff.*

### Concession Development Project (Buildout)

At the last meeting, the Board was advised that two significant outstanding issues remain regarding the Concession Agreement. CFG/SYR has requested indemnification by the Authority regarding potential environmental liability it may encounter while renovating concession space within the Terminal. In addition CFG/SYR has also requested that the Authority, at its expense, run necessary utilities to each concession space. CFG/SYR would be responsible for routing and maintaining utilities within each space. The Board authorized a commitment by the Authority up to the maximum sum of \$50,000.00 to provide utilities as requested and also authorized the engagement of a contractor to try and determine the extent of any potential liability the Authority may incur regarding environmental indemnification. The Authority then requested estimates for utility supply and engaged a contractor to for an environmental survey. The estimate for utilities and the environmental survey remain outstanding as discussed below.

Due to the need to begin construction for an April 1, 2014 new concession start date, on March 6, 2014 the Master Concession Agreement was executed on an interim basis by both parties subject to resolution of two main issues described above. We continue to work on the utilities, and are awaiting the results of an environmental study, which is due on March 20<sup>th</sup>.

Construction has started on Dunkin Donuts and the Market Express South, both scheduled to open on April 1<sup>st</sup>. Since the last meeting, we priced out required utilities to the Dunkin Donuts locations, which include electric, water, sewer and data, all tied into to utilities the currently exist at Café Kubal (future Jamba Juice) at a total cost of \$25,000. The County has informed us of the need to provide a separate grease trap for Johnny Rockets; in discussing preliminary design with C&S, we think this may use or exceed the remaining \$25,000 authorized by the Board. As a result, we would like to ask the Board to authorize an additional \$50,000 to cover costs associated with updating utilities to the remaining locations. As mentioned previously, the airport dedicated \$500,000 for ineligible terminal/concession build-out that the FAA considered ineligible and therefore would not be covered under the PFC project. Of that \$500,000, \$177,930 remains.

- *Mr. Fisher asked the Board Members and it was approved unanimously for the request for additional funds of \$50,000 to cover the costs associated with updating utilities to the remaining locations.*
- *Mr. Thompson asked if there was a way to recycle the grease. Ms. Callahan stated that is something that could be looked into.*
- *Mr. Nicotra asked if any other areas will need to have utilities as we go through this process. Ms. Callahan clarified that Dunkin Donuts, Jamba Juice and Johnny Rockets*

*are new areas, and the rest all have utilities in place, they may just need some upgrading. Ms. Callahan stated that the agreement calls for an expansion of the concession program if the enplanements increase by 20%. The concessionaire will then increase concessions by 20%.*

- *Mr. John Clark spoke of a couple of additional items. One being the employee discount, which there was a meeting for this morning and this should be resolved soon. The other item is the Liquor License for Creative Food and it is hopeful they will have the licensing in time.*

### Air Service Development

On March 5<sup>th</sup> Allegiant Travel Company announced they would begin direct service from SYR to Myrtle Beach (MYR). This new service comes on the heels of service to Clearwater, which started on November 7, 2013. As a new destination, MYR is eligible for an incentive, and will receive \$100,000 from the Small Community Air Service Development Grant. Service will be seasonal, will begin on May 12, will run through the end of August, and begin again the following May.

This year's keynote speaker at the April 14 annual meeting of CenterCEO is Ben Baldanza, President and CEO of Spirit Airlines. Mr. Baldanza is a central New York native.

### Regional Advisory Board

The Hon. Michael Chapman, Chairman of the Cayuga County Legislature, has been appointed to the Regional Advisory Board. A meeting of the Regional Advisory Board has been scheduled for April 3<sup>rd</sup>.

- *It was discussed among the Board that there is still representation missing from Cortland, Oneida and Jefferson Counties.*

### Congressman Maffei's Roundtable on Transportation and Infrastructure

On February 18<sup>th</sup> I attended a meeting hosted by the Congressman Maffei on infrastructure and transportation needs in the region. While the focus was on the aging water infrastructure, it was noted that the Airport is not only a major transportation hub, but also a driver of economic activity.

### Additional Comments to Executive Director Report

*Ms. Callahan also indicated that Trent Amond and Maureen Fogarty are going to meet with the City's Finance Commissioner and the City's Budget Director next week to talk about the post*

*transition of the City's Aviation Fund to the Authority's Fund and the transition of certain functions that the City currently provides. Ms. Callahan will report at the next meeting. Ms. Callahan indicated she has a meeting with OCIDA (Onondaga County Industrial Development Agency) regarding a possible tenant for one of the parcels that we own on Taft Rd., there is some interest from an Airpark tenant.*

*Ms. Callahan added that her testimony to the PERB Administrative Law Judge was postponed until March 25<sup>th</sup>. On March 26<sup>th</sup> Ms. Callahan will be the guest speaker at the Century Club.*

### **CFO's Report**

Mr. Amond reported on what he has been doing for the past few weeks since he came on board. Mr. Amond reported he had a general orientation to the Airport he had the opportunity to go around to all the various departments and meet with the supervisors to learn about their department functions. Mr. Amond stated he went to the FAA Control Tower yesterday and will also be meeting with TSA next week. Mr. Amond reported he is working with Maureen Fogarty to learn the finance area.

Mr. Amond stated he has been working with Ms. Callahan to clarify some procedures for the Authority's operation. Mr. Amond indicated he has been working on revisions to the By-Laws and the Procurement Policy.

Mr. Amond worked on preparing a report for the Finance Committee which the Board will see next month. Mr. Amond indicated a report will be given to the Board regarding new and expired agreements.

Mr. Amond stated he is also working with Andrew Serota on an Employee Handbook.

### **Committee Reports**

*Copy of each Committee Report attached)*

- Ms. Judy Flanagan, Chair of the Finance Committee, gave the Finance Committee Report
- Mr. Don Thompson, Chair of the Human Resources Committee, gave the Human Resources Committee Report
- Ms. Irene Scruton, Chair of the Governance Committee, gave the Governance Committee Report

There was no further discussion among the Board.

Mr. Fisher asked the Regional Advisory Board Members if they would like to contribute anything. Mr. Sorbello indicated the RAB members are anxious to get to work. Mr. Randall requested that they would like to be informed on where the RAB members can help. Mr. Fisher indicated that it is important to inform the legislative bodies on what we are doing, and for the RAB to let us know what they would like to see more or less of. Mr. Fisher indicated that when it comes to contracts and employment opportunities that we draw from a broader region and not just in the city. Ms. Callahan stated the plan as we meet with the RAB would be to develop a Mission Statement and identify areas where they can help us as a conduit to their communities and regions on a number of different projects.

### **Department of Aviation Report**

*(Copy of Department of Aviation Report attached)*

*Mr. Mannion asked how long the garage work is going to take. Ms. Callahan indicated she is hoping it will be completed by Thanksgiving.*

Report was reviewed by the Board: there was no further discussion.

### **New Business**

**Resolution #2-Resolution Approving and Amended Procurement Policy for the SRAA** was moved by Ms. Scruton and seconded by Mr. Thompson and was unanimously approved.

The resolution was presented by Mr. Fisher. Ms. Callahan and Mr. John Clark read and clarified the changes that were provided to the board.

There was no discussion regarding the resolution.

The resolution was adopted: 8 ayes, 0 nays

**Resolution #3-Resolution Approving Utilization of Records Retention and Disposition Schedule MI-1 by the SRAA** was moved by Mr. Thompson and seconded by Ms. Scruton and was unanimously approved.

The resolution was presented by Mr. Fisher. Mr. John Clark indicated this is not a policy it is just the frame work and some guidelines for the Authority to follow in the development of its Records Retention Policy.

There was no discussion regarding the resolution.

The resolution was adopted: 8 ayes, 0 nays



**Resolution #4-Resolution Approving Changes to the Open Lot and Parking Garage Rate Structure for Parking at the Syracuse Hancock International Airport** was moved by Mr. Johnson and seconded by Mr. Thompson and was unanimously approved.

*The resolution was presented by Mr. Fisher. Ms. Callahan indicated that parking rates should be evaluated at least every other year. Parking rates previously were changed in 2010 and prior to that 2000. Mr. Thompson asked when the rate will take place. Ms. Callahan indicated it should be May 1<sup>st</sup>.*

There was no discussion regarding the resolution.

The resolution was adopted: 8 ayes, 0 nays

#### **Introduce Amendments to By-Laws**

A motion was made by Mr. Fisher and seconded by Don Thompson to introduce Amendments to By-Laws. Mr. Fisher informed the Board they can take the document home to read, and at April's Authority meeting it will be discussed and voted on.

Mr. Bey, Mr. Mannion and Mr. Thompson left the meeting at 1:24.

#### **Program/Presentation**

A presentation was given by Heather Malinowski, Secretary to the SRAA Board to transition meeting materials to paperless.

*Ms. Malinowski presented to the Board the idea to purchase 15 iPads for the Board to utilize for meetings starting in August. Each Board Member will be assigned an iPads and will have capability to access their email and calendar. An SRAA email will be issued to each Board member and members will have access to all meeting material via a shared drive when in the airport. Hard copies of meeting packets will be available on request only.*

The Board agreed and supports the purchase of the iPads.

#### **Adjournment**

A motion was made by Dr. DeSiato and seconded by Mr. Nicotra to adjourn the meeting.

The motion was approved: 6 ayes, 0 nays

The meeting was adjourned at 1:50 p.m.

# Executive Director's Report

# C.F.O.'s Report

# Status of SRAA Agreements

## SRAA Agreements Expired

<u>Exp. Date</u>	<u>Party</u>	<u>Type</u>	<u>Est. Ann. Value</u>	<u>Notes</u>
08/14/2009	Sensis	Land Lease (Antennas)	\$36,000	Month to month
03/15/2013	Interspace	Concession - Advertising	\$115,000	Month to month

## SRAA Agreements Pending

<u>Exp. Date</u>	<u>Party</u>	<u>Type</u>	<u>Est. Ann. Value</u>	<u>Notes</u>
	American Food & Vending	Concession		Vending machines
	Economy Car Rental			Off-airport car rental
40 years	Syracuse Jet	Land Lease	\$63,200 first year	Private Hanger/SASO

## SRAA Agreements Presented for Resolution, March 11, 2014

<u>Exp. Date</u>	<u>Party</u>	<u>Type</u>	<u>Est. Ann. Value</u>	<u>Notes</u>
10 years	FedEx	Ground lease	\$6,840	Space for deicing equipment
1 year	Trego/Dugan	Use & Lease	7% of Gross	Ground handling for Allegiant
3 yrs w/option	CuseCar	Parking agreement	\$1,200	One parking spot
07/31/14	Syracuse Jet	Letter of Intent	n/a	Private Hanger/SASO

Status of SRAA Agreements

SRAA Agreements Expiring 2013/14 Fiscal Year

<u>Exp. Date</u>	<u>Party</u>	<u>Type</u>	<u>Est. Ann. Value</u>	<u>Notes</u>
12/31/2013	M&L Trucking	Lease	\$12,000	Council Agenda 2/10/14
06/30/2014	Airlines	Master agreement for: American Eagle Delta jetBlue USAirways United UPS FedEx		Optioned 1 year renewal through 6/30/2014

SRAA Agreements Expiring 2014/15 Fiscal Year

<u>Exp. Date</u>	<u>Party</u>	<u>Type</u>	<u>Est. Ann. Value</u>	<u>Notes</u>
07/31/2014	KeyBank	Lease – ATM (1)	\$22,200	Under SRAA review
07/31/2014	Natal Emmi	Lease – Barber	\$11,100	Commissioner Hearing
08/31/2014	TSA/GSA	Lease	\$116,000	Office space in the Lower South Concourse
08/31/2014	Smarte Cart	Concession	\$7,200	Cart rental; cell phone chargers; and massage chairs
11/29/2014	Standard Parking	Management Agreement	(\$1,470,960)	Received renewal letter
12/31/2014	Americar	Concession – Parking	10% of Gross	Waiting on agreement

# Finance Committee Report



## **Finance Committee Meeting Minutes**

**March 14, 2014**

These minutes outline the activities of the Syracuse Regional Airport Authority Finance Committee from the meeting held on March 14, 2014 in the Department of Aviation Conference Room located at Syracuse Hancock International Airport.

The meeting was called to order at 10:37 a.m. by Ms. Judy Flanagan.

In attendance: Ms. Judy Flanagan (via telephone), Mr. William P. Fisher, Mr. John Johnson, Ms. Christina Callahan, Mr. Trent Amond, Ms. Maureen Fogarty, Ms. Cheryl Herzog, Mr. Andrew Serota, Ms. Heather Malinowski, and Mr. John Clark.

Ms. Flanagan opened the meeting with a review of the February 14, 2014 Finance Committee meeting minutes. Ms. Flanagan requested to correct the spelling of her name on the minutes. No further comments on the minutes were made.

A motion was made by Mr. Fisher and seconded by Mr. Johnson to accept the February 14, 2014 meeting minutes. The minutes were unanimously approved.

Ms. Flanagan requested that Ms. Callahan go over the Aviation Financial Report. Ms. Callahan stated there was no unusual activity. She did note that with the amount of snowfall this year, we have exceeded our budget for snow removal and will need to adjust the budget. Ms. Flanagan asked if the needed additional money could be taken from another line to remain on budget. Ms. Fogarty explained that the money comes from a reserve account and there is a reconciliation done at the end of the year, and we might still remain in budget.

Mr. Fisher asked about the Authority's interest rate. Ms. Callahan stated that she and Mr. Amond have been discussing other banking options that may be looked at further down the road.

Mr. Fisher asked if the Authority intended to come up with a Cash Management Policy. Mr. Amond replied that he intended to work on a Cash Management Policy in the future. Mr. Fisher asked if work on an Aviation Enterprise Fund Budget for the fiscal year beginning July first and if it would be available for review in April or May. Mr. Amond replied that he intended to provide the Finance Committee with the Authority's proposed budget in April for review, present it to the board in May and pass it in June or July.

Ms. Callahan indicated that she and Mr. Amond had a meeting scheduled with the finance commissioner and the budget director. At which time they intend to present a revised Aviation Budget

that reflects the expenses associated with the services agreement; which would include the employees, and city provided services.

Mr. Fisher inquired about the current bill pay procedures. Ms. Fogarty reviewed the processes with the committee. Ms. Callahan noted that the City expected the Authority to do certain things by July 1, 2014 such as beginning to pay our own bills. Mr. Fisher suggested that the Airport create an inventory of all its assets, which Ms. Callahan said was already done during the application process during the FAA. Mr. Fisher also suggested that Asset Management Policies be created at some point.

Ms. Callahan stated that the Authority's immediate goals in the next three months included submitting a budget to the Finance Committee, working with the City to amend the Aviation Budget, preparing to begin paying our own bills, and thinking about a broader management information system. She added that once the Authority is in the new fiscal year the suggested additional policies could then begin making progress. Mr. Fisher suggested educating the Board before July 1<sup>st</sup> about how the Discretionary Fund works.

The Committee agreed to bring the parking proposal to the Board for approval at the March 14<sup>th</sup>, noon meeting. The Committee also agreed to revisit the price of parking on an annual basis. Ms. Callahan informed the Committee that the price increase should go into effect either May or April 1<sup>st</sup> as Central Parking needs 30 days to change signage.

Ms. Callahan reviewed the proposed amendments to the Procurement Policy with the Committee. The Committee requested one clarification made in wording, and approved the changes to be brought to the noon Board Meeting for a vote of approval.

Ms. Callahan and Mr. Amond reviewed the status of expired/expiring SRAA agreements.

There was no other business to be discussed.

The meeting was adjourned at 11:55 a.m.

Respectfully submitted,

Ms. Judy Flanagan, Finance Committee Chair



# Human Resource Committee Report



## **Human Resources Committee Meeting Minutes**

**March 20, 2014**

These minutes outline the activities of the Syracuse Regional Airport Authority Human Resources Committee from the meeting held on March 20, 2014 in the Aviation Conference Room at Syracuse Hancock International Airport.

The meeting was called to order at 10:33 a.m. by Mr. Donald Thompson, Chair of the Human Resources Committee.

### **I. Roll Call**

In attendance: Mr. Donald Thompson (Chair), Ms. Eleanor Ware, Mr. William Fisher, Ms. Christina Callahan, Mr. Trent Amond, Ms. Cheryl Herzog, Ms. Heather Malinowski, Mr. Andrew Serota, Hon. Mark Nicotra (arrived at 10:38 a.m.)

### **II. Approval of Minutes from the Previous Meeting**

A motion to accept the minutes from the February 20, 2014 Human Resources Committee Meeting was made by Ms. Ware, seconded by Mr. Fisher and was unanimously approved.

### **III. Old Business**

- A. Personnel Update – was postponed to the end of the agenda for Executive Session.
- B. Employee Handbook and Related Policies

Ms. Callahan indicated Mr. Bob Banuski had reviewed the draft of the Employee Handbook that she has given to Mr. Amond. Mr. Amond is working on the Employee Handbook with Mr. Serota. Ms. Callahan stated we are trying to build in the other policies like FMLA, sick bank and other policies that have been discussed at previous meetings.

### **IV. New Business**

- A. FSA Update

Ms. Callahan informed the Committee that POMCO charges a \$5.00 fee per employee, per month to administer the FSA (Flexible Spending Account) program. Ms. Callahan stated research was done with other companies and found the charges were even more, and they also have certain minimums that have to be met. Mr. Amond stated he has set up similar plans in different locations and the fee that POMCO is charging seems to be within range.

Mr. Thompson stated that a decision needs to be made whether the employee should pay the \$5.00 fee or if the Authority should cover it. The fee is for only the employees that have an

FSA account. Mr. Fisher stated it is a good benefit to offer and employers usually pay the fee. After discussion the Committee agreed that the Authority should pay the fee.

Mr. Nicotra arrived at the meeting at 10:38 a.m.

Ms. Ware indicated that the statement to the Board should say that the HR Committee supports Ms. Callahan's recommendation to have the Authority pay the \$5.00 fee per employee enrolled in the FSA. Ms. Callahan indicated no additional Resolution should be necessary, since the Board already adopted a Resolution to offer an FSA. Ms. Callahan will clarify with Mr. John Clark.

**B. Health Care Options for (SRAA) Retirees**

Ms. Callahan stated that as we start talking and moving employees over to the Authority we do need to have something in place. Ms. Callahan stated she asked Mr. Amond to reach out to POMCO to look at what our options are for a post employment and retiree health plans. Ms. Callahan reviewed the City's medical options for retirees with the Committee. Ms. Callahan stated we should keep it similar to what the City has to offer. Mr. Thompson commented that this is the time to look at different options for existing employees and new employees. Ms. Callahan indicated that as employees are brought over, and their current bargaining agreements expire, we will want to incorporate language that will differentiate between Department of Aviation employees and employees hired under the Authority to determine retiree health care options. Ms. Callahan indicated that Mr. Amond and Ms. Fogarty met on Tuesday, March 11 with Mary Vossler, Dave DelVecchio and others and discussed many issues from purchasing, bill paying and also included health care for retirees. Ms. Callahan stated that POMCO is probably going to be our best option for a retiree plan under OCEBA.

Ms. Callahan informed the Committee that Mr. Amond attended the POMCO meeting on Thursday, March 13<sup>th</sup>.

**Personnel Update**

A motion was made by Ms. Ware and seconded by Mr. Fisher, and was unanimously approved to go into executive session to discuss personnel matters. Committee Members, Ms. Callahan and Mr. Amond went into executive session at 10:50 a.m.

Executive session ended at 11:47 a.m. No action was taken.

**V. Adjournment**

There was no other business to be discussed. The meeting was adjourned at 11:49 a.m.

Respectfully submitted,

Donald Thompson, Human Resources Committee Chair

# Governance Committee Report



## **Governance Committee Meeting Minutes**

**March 20, 2014**

These minutes outline the activities of the Syracuse Regional Airport Authority (SRAA) Governance Committee from the meeting held on March 20, 2014 at Syracuse Hancock International Airport.

The meeting was called to order at 12:10 p.m. by Ms. Irene Scruton, Chair of the Governance Committee.

In attendance: Hon. Khalid Bey Ms. Irene Scruton, Ms. Beth Rougeux, Mr. Donald Thompson, Ms. Eleanor Ware, Hon. Mark Nicotra, Mr. William Fisher, Ms. Christina Callahan, Ms. Cheryl Herzog, Mr. Andrew Serota, Ms. Heather Malinowski and Mr. Trent Amond.

A motion was made by Mr. Thompson and seconded by Ms. Ware to accept the Feb. 20, 2013 meeting minutes. The minutes were unanimously approved.

Ms. Scruton opened the meeting by discussing policies under “Old Business”. Ms. Scruton stated that “Records Retention” would remain on the agenda until the Legal Council position was filled. She also stated that during the March 14<sup>th</sup> Regular meeting the board discussed getting official e-mails for retention. Ms. Callahan informed the committee that the board’s official e-mails were created and asked how the committee would like to move forward with implementing them. The committee agreed to include an e-mail use policy in the employee handbook as well as in the iPad use agreement the Board will receive and sign when the iPads are distributed. The committee agreed to wait until August when the iPads were distributed so that everyone will begin using their new e-mails at the same time.

The Committee discussed the Facility Use Agreement and confirmed that the requested changes from the previous meeting were made. Ms. Callahan noted that a non-for-profit fee schedule was added to the Agreement. Mr. Serota noted that a cancelation fee was also added. The committee agreed to remove the specific fee schedule for non-for-profits and state that the non-for-profit fee would be 50% of the regular fee. Ms. Callahan indicated that she would like to bring the Agreement to the Board for approval in April – before the Governance Committee meets again. The Committee agreed that provided the Agreement be e-mailed to them prior to the April Board meeting for approval that would be fine.

Ms. Scruton moved on to item C, the Gift Policy, which Ms. Callahan stated was not ready for review and would have a draft for the next meeting. There was no further discussion.

Ms. Scruton asked if the Parking Policy was complete as it is not on the agenda. Ms. Scruton requested that the policy be placed back on the agenda for the next meeting. Ms. Callahan indicated that parking is addressed in the Travel Policy and she will place both policies on next meeting’s agenda.

Ms. Rougeux asked if the Authority falls under the Public Officer's Law §73 and §73-a, which the New York State Joint Commission on Public Ethics oversees. Mr. Serota said he could not remember but he would look into it and he would have something more substantial regarding the gift policy for the next meeting.

Ms. Scruton told the committee that she requested the Regional Advisory Board (RAB) Meeting remain on the agenda so the committee could keep updated with how it's moving forward. Ms. Scruton opened this up for discussion if the committee had any questions or comments about the upcoming RAB April 3<sup>rd</sup> meeting. Mr. Fisher asked who the Board was advising; the Authority or management. Ms. Callahan said that during their first meeting she intended to help them create a mission statement and set an agenda for them in regards to what the Authority needs their assistance on. She also suggested that the Regional Advisory Board only meet quarterly, and at the SRAA Board meeting following each of their quarterly meetings, there be a RAB report to keep the Board informed of what they are doing. Ms. Scruton stated she was hesitant for them to create a separate mission and suggested that instead their mission state that they will support the mission of the Authority.

There was no other business to be discussed.

The meeting was adjourned at 12:42 p.m.

Respectfully submitted, Irene Scruton, Governance Committee Chair

# Regional Advisory Board Report

# Department of Aviation Monthly Report





Department of Aviation Monthly Report  
March 14, 2014

**Airfield Maintenance:**

Mr. John Smorol (Airport Maintenance Supervisor-Airfield)

- Key Staff Meeting
- Meeting with CFO – Trent Amond
- Samco Meeting
- Kickoff/Coordination Meeting for Maint. Facility Projects
- Work Order System Improvement Meeting
- During March we continued effective and safe snow removal operations. As season winded down, we immediately switched to our spring planning/preparation phase which included checking all airport grounds with extra attention to public side roads and movement area
- Started first phase of sand removal from all aprons(approx. 95% removed) and all snow fence and service road delineators
- Responded to various work orders
- Post winter equipment inspections/preparations have begun as well as pre-season checks on all Spring/Summer equipment.
- Work on keeping all service, perimeter and access roads accessible.

**Aircraft Rescue and Fire Fighting (ARFF)-Station 4:**

Captain Terry Krom

- Responded to 19 alarms including fire alarm activations, medical emergencies, smoke/odor reports and aircraft emergencies
- Conducted first quarter aircraft fuel truck and fuel farm inspections

**Building Maintenance:**

Mr. Ron Bowles (Airport Maintenance Supervisor-Terminal)

- Maintained/Ordered stock as needed, including additional stock for new restroom facilities
- Performed building walk throughs
- Assignment reviews
- Met with vendors
- Addressed personnel issues
- Handled scheduling

Meetings:

3/6/14 – SAMCO

3/6/14 – Trent Amond (CFO) walk through

3/13/14 – Parking Garage Construction

3/17/14 – Honor Flight

3/19/14- Claims Adjuster

3/25/14 – Work Order System

**Finance/Accounting:**

Maureen Fogarty (Airport Accounting Division)

- Invoices mailed
- Revenues recorded
- Requisitions for commodities and services submitted
- Audits of tenants
- Submittal of invoices to City Finance for subsequent payment and reimbursement
- Time keeping and payroll for hourly and bi-weekly

Projects

- Continuing to progress selection of ESCO (Energy Services Co) for the Garage Lighting Upgrade Project. City's RFP Committee selected 3 of 6 proposals for further investigation and requested that airport staff facilitate an installation of samples of lighting as recommended from each. Received 3 of 3 firms sample lighting and hope to install, complete review and recommendation to committee anticipated end of April 2014.
- Working on review of drawings and measurements of "Terminal Measurement Project" (full scale re-measurement of entire airport terminal including additional passenger and baggage screening areas, new concession allocation and confirmation of space currently leased by tenants). Internal review completion anticipated end of April.

**G4S:**

Michael Calkins (Site Supervisor)

- Challenges – 2803
- Arrests - 0
- Property Checks - 3721
- Pistol Verifications - 3
- Parking Tickets - 157
- Uniform Traffic Tickets (UTT) - 4
- Incidents – 239
- DR Reports - 13

**Operations:**

Mr. Antimo Pascarella (Airport Operations Officer)

- Sent Purvis notifications regarding any/all airport related issues
- Oversaw and maintained Field Condition Reports
- Annual DEC inspection
- Day to day field inspection, wildlife, and escorts
- Working with OCWA to replace broken fire hydrants
- Non-movement area drivers training with new arrivals & construction people

**Personnel:**

Ms. Laurie Sabel (Personnel Administrator) Cheryl Herzog (Executive Assistant)

- Maintained the following records:
  - Leave approvals
  - Time sheets
- Posted bids Airport Mtc. Worker & Airport Custodial Worker
- Reviewed and corrected County Personnel Roster information
- Creating additional title for SRAA roster – Public Information Officer
- Posted Transfer of Function for Personnel Administrator
- Processed incident reports involving employee injuries
- Processed personnel requisition forms
- Processed documents for verification of employment
- Participated in Wellness Committee meeting
- Review and revision of retirement qualifications
- Posting required employee information

**Projects:**

Mr. Ray Borg (Facilities Engineer), Mr. Jeff Hopson (GIS Specialist)

- Maintained the Flight Information Display System (FIDS) to ensure the most accurate flight information is being displayed throughout the Terminal building
- Issued the Monthly Flight Guide
- Reviewed and issued permits to Airport tenants
- Routinely made updates to the website
- Successfully addressed Help-Desk cases
- Technical and Management oversight of the following projects:
  - Parking Garage Structural Repair
  - Entrance Road Signage Improvement
  - Emergency Operations Center's Design
  - LPR System Installation 80% complete, waiting long lead electrical panel.
  - Concourse Electrical & Pre-Conditioned Air Upgrades
  - Runway 15/33 Obstruction Removal
  - Network Hardware Replacement – Remove and replace switches, routers and/or firewalls that have either reached the end of their service life or have become non-supportable by the manufacturer
  - Server Room Rebuild – Monitor the design and construction of a Data Centre air conditioning system
  - Accounting Room Build-out – Complete

**Security:**

Beth Cooper (Security Coordinator)

- 37 sets of fingerprints submitted to the FBI
- Trained and badged 71 individuals
- 85 threat assessments submitted to the Department of Homeland Security
- Renewed 11 expired badges

**Travel/Misc:**

Ms. Cheryl Herzog/Patty Jeschke

- Scheduled various meetings for the Commissioner of Aviation
- Arranged for accommodations of food service and meeting areas
- Prepared packets for meetings
- Prepared minutes for Committee and Authority meetings.
- Arranged various travel requests
- Completed all invoice forms received
- Prepared all necessary paperwork for the Executive Director's signature from consultants
- Maintained files
- Maintained calendar with staff time off requests
- Maintained mileage logs
- Worked with Jeff Hopson on labeling all doors for lock changes
- Working with Jeff/Ray on getting Contract Drawings transferred to electronic files
- Working with Tony Geruso on transferring all vehicle registrations/titles to SRAA

# SYRACUSE HANCOCK INTERNATIONAL AIRPORT

## SYRACUSE HANCOCK INTERNATIONAL AIRPORT AIRCRAFT ACTIVITY REPORT

AIRLINE PASSENGER:	Feb-14	Feb-13	PERCENT CHANGE	2014 YR TO DATE	2013 YR TO DATE	PERCENT CHANGE
ENPLANED PASSENGERS	68,173	71,686	-4.9%	136,706	147,842	-7.5%
DEPLANED PASSENGERS	66,308	70,538	-6.0%	138,553	148,980	-7.0%
	134,481	142,224	-5.4%	275,259	296,822	-7.3%
TONS OF ENPLANED:						
FREIGHT	1,527	1,612	-5.3%	3,290	3,317	-0.8%
MAIL	0	0	0.0%	0	0	0.0%
TOTAL	1,527	1,612	-5.3%	3,290	3,317	-0.8%
TRAFFIC MOVEMENTS:						
TOTAL CARRIER	3,148	3,350	-6.0%	6,489	7,026	-7.6%
MILITARY-ITIN.	35	80	-56.3%	81	135	-40.0%
CIVIL-ITIN.	646	598	8.0%	1,281	1,373	-6.7%
MILITARY-LOCAL	2	41	-95.1%	14	68	-79.4%
CIVIL-LOCAL	129	125	3.2%	241	245	-1.6%
TOTAL	3,960	4,194	-5.6%	8,106	8,847	-8.4%

Christina Callahan  
Executive Director - Dept. of Aviation  
March 18, 2014

The information set forth above is based on reports furnished to the City of Syracuse, Department of Aviation and is subject to verification. Charter data is reported and included only after verification of activity is received.

SYRACUSE HANCOCK INTERNATIONAL AIRPORT

AIRLINE INCLUDING COMMUTERS	MONTHLY		MONTHLY		YTD		YTD		YTD PERCENT OF TOTAL PASSENGERS
	ENPLANED PASSENGERS	DEPLANED PASSENGERS	ENPLANED PASSENGERS	DEPLANED PASSENGERS	ENPLANED PASSENGERS	DEPLANED PASSENGERS	ENPLANED PASSENGERS	DEPLANED PASSENGERS	
AIR CANADA	343	263	661	622	1,283				0.47%
ALLEGiant	1,236	1,138	2,608	2,556	5,164				1.88%
AMERICAN	4,311	4,520	8,179	8,815	16,994				6.17%
DELTA	19,007	17,782	37,607	37,143	74,750				27.16%
JET BLUE	10,500	11,314	21,868	23,082	44,950				16.33%
UNITED	13,081	12,644	24,845	25,414	50,259				18.26%
USAIRWAYS	19,695	18,647	40,886	40,870	81,756				29.70%
CHARTERS	0	0	52	51	103				0.04%
	68,173	66,308	136,706	138,553	275,259				100.00%

SYRACUSE HANCOCK INTERNATIONAL AIRPORT

PASSENGER TRAFFIC REPORT

Feb-14

AIRLINE NAME	ENPLANED PASSENGERS	DEPLANED PASSENGERS	TOTAL PASSENGERS	ENPLANED FREIGHT	ENPLANED MAIL	TOTAL MAIL & FREIGHT	NUMBER OF LANDINGS
AIR CANADA	343	263	606			0	45
ALLEGIAN AIR	1,236	1,138	2,374			0	8
AMERICAN EAGLE	4,311	4,520	8,831	289		289	102
DELTA EXPRESS	14,639	13,537	28,176			0	283
DELTA MAINLINE	4,368	4,245	8,613	1,911		1,911	31
JET BLUE	10,500	11,314	21,814			0	111
PIEDMONT/USAIR	2,369	2,412	4,781			0	91
UNITED EXPRESS	13,081	12,644	25,725			0	323
US AIRWAYS	5,831	5,512	11,343	6,234		6,234	44
USAIRWAYS EXPRESS	11,495	10,723	22,218			0	220
FEDERAL EXPRESS				1,678,522		1,678,522	52
UPS				1,303,367		1,303,367	56
WIGGINS AIRWAYS				64,071		64,071	51
FBO'S			0			0	
CHARTERS			0			0	
	68,173	66,308	134,481	3,054,394	0	3,054,394	1,417

\*CHARTER DATA IS REPORTED AND INCLUDED ONLY AFTER VERIFICATION OF ACTIVITY IS RECEIVED.



SYRACUSE HANCOCK INTERNATIONAL AIRPORT

PASSENGER TRAFFIC REPORT  
JANUARY - DECEMBER 2014

AIRLINE NAME	YTD ENPLANED PASSENGERS	YTD DEPLANED PASSENGERS	YTD TOTAL PASSENGERS	YTD ENPLANED FREIGHT	YTD ENPLANED MAIL	YTD TOTAL MAIL & FREIGHT	AIRLINE NAME	YTD % TOTAL PASSENGERS	YTD % MAIL FREIGHT
AIR CANADA	661	622	1,283	0	0	0	AIR CANADA	0.47%	0.00%
ALLEGIAN AIR	2,608	2,556	5,164	289	0	289	ALLEGIAN AIR	1.88%	0.00%
AMERICAN EAGLE	8,179	8,815	16,994	665	0	665	AMERICAN EAGLE	6.17%	0.01%
DELTA EXPRESS	28,624	27,922	56,546	0	0	0	DELTA MAINLINE	20.54%	0.00%
DELTA MAINLINE	8,983	9,221	18,204	2,939	0	2,939	DELTA EXPRESS	6.61%	0.04%
JET BLUE	21,868	23,082	44,950	0	0	0	JET BLUE	16.33%	0.00%
PIEDMONT/USAIR	4,579	5,020	9,599	0	0	0	PIEDMONT/USAIR	3.49%	0.00%
UNITED EXPRESS	24,845	25,414	50,259	0	0	0	UNITED EXPRESS	18.26%	0.00%
US AIRWAYS	11,701	11,966	23,667	9,147	0	9,147	US AIRWAYS	8.60%	0.14%
USAIRWAYS EXPRESS	24,606	23,884	48,490	117	0	117	USAIRWAYS EXPRESS	17.62%	0.00%
FEDERAL EXPRESS	0	0	0	3,583,538	0	3,583,538	FEDERAL EXPRESS	0.00%	54.46%
UPS	0	0	0	2,858,148	0	2,858,148	UPS	0.00%	43.44%
WIGGINS AIRWAYS	0	0	0	124,823	0	124,823	WIGGINS AIRWAYS	0.00%	1.90%
FBO'S	0	0	0	0	0	0	FBO'S	0.00%	0.00%
CHARTERS	52	51	103	0	0	0	CHARTERS	0.04%	0.00%
	136,706	138,553	275,259	6,579,666	0	6,579,666		100.00%	100.00%

Syracuse Hancock International Airport  
Enplanement/Deplanement History

ENPLANEMENTS

	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
JAN	69,324	61,347	65,661	72,843	88,243	83,979	86,788	84,411	72,969	73,583	73,732	70,812	76,156	68,533
FEB	77,983	70,719	69,572	84,937	95,542	85,345	88,748	90,969	79,399	80,140	73,149	71,888	71,686	69,173
MAR	88,704	82,253	78,945	93,952	108,798	98,945	104,542	100,890	92,482	91,188	89,337	81,730	86,938	
APR	88,497	85,115	78,950	93,546	104,881	96,711	105,482	95,539	88,096	91,272	87,966	84,136	85,639	
MAY	87,986	82,420	77,246	88,827	105,581	95,348	102,785	97,676	89,604	85,169	90,313	89,156	89,068	
JUN	83,358	76,987	74,275	88,282	99,320	90,070	94,832	89,477	84,444	81,627	83,448	81,510	80,045	
JULY	98,532	91,277	90,047	104,290	118,866	102,696	109,113	108,224	98,910	92,783	90,177	90,490	89,333	
AUG	100,210	91,651	86,897	107,585	115,567	103,322	111,441	105,380	97,360	98,066	90,372	93,779	91,340	
SEP	50,780	70,984	70,695	90,099	96,927	85,091	92,276	82,415	78,929	84,058	77,487	75,485	79,994	
OCT	66,039	81,506	88,575	103,046	103,254	99,133	101,194	94,370	85,944	91,279	84,953	87,286	89,517	
NOV	69,365	74,241	81,497	100,854	98,061	97,757	96,488	81,061	79,388	86,094	80,746	81,287	78,847	
DEC	72,233	85,435	92,570	102,452	93,951	94,643	90,673	86,172	76,702	80,657	78,200	80,788	81,903	
Total	953,011	953,935	954,930	1,135,713	1,228,991	1,133,040	1,184,162	1,116,584	1,024,227	1,035,916	999,880	988,347	1,000,466	136,706

DEPLANEMENTS

	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
JAN	70,826	62,203	67,176	72,507	89,188	85,291	87,252	86,655	73,756	72,695	75,043	73,251	78,442	72,245
FEB	73,978	67,297	66,326	80,396	88,866	81,626	83,721	85,935	75,349	70,607	68,599	70,634	70,538	66,308
MAR	91,443	86,023	78,781	95,447	114,137	100,836	105,830	103,077	94,625	94,597	92,886	84,122	87,430	
APR	91,760	84,211	78,768	95,678	107,455	99,302	104,929	97,849	88,749	90,482	89,034	85,945	89,744	
MAY	91,322	81,646	77,674	88,768	107,975	95,563	105,251	97,756	89,987	87,109	91,026	88,271	88,052	
JUN	87,318	79,166	75,521	88,660	102,576	92,204	97,776	94,301	88,416	84,717	86,649	83,666	85,984	
JULY	96,686	91,241	89,320	107,184	118,815	100,801	109,035	108,444	101,263	94,580	88,457	90,748	89,031	
AUG	101,245	93,517	88,002	107,356	115,826	103,156	113,585	107,327	98,541	96,208	91,644	95,145	93,736	
SEP	48,179	66,370	65,950	88,026	94,363	83,503	90,533	79,382	78,096	83,319	75,979	75,746	79,161	
OCT	62,155	78,621	85,939	104,545	100,303	97,674	98,489	92,273	85,653	89,725	84,164	86,140	88,745	
NOV	68,336	73,502	80,219	99,574	96,941	97,098	94,963	82,324	78,559	85,198	79,533	82,616	79,793	
DEC	67,811	79,845	86,388	96,762	86,604	91,402	85,352	80,797	76,967	77,246	74,840	79,043	80,568	
TOTAL	951,059	943,642	940,064	1,124,903	1,223,049	1,128,456	1,176,716	1,116,120	1,029,960	1,028,483	997,654	995,327	1,011,224	138,553
TOTAL PASSENGERS	1,904,070	1,897,577	1,894,994	2,260,616	2,452,040	2,261,496	2,360,878	2,232,704	2,054,187	2,064,399	1,997,534	1,983,674	2,011,690	275,259

# Old Business

It is the policy of the Authority to permit the sole sourcing of professional service contracts for periods of less than one year, inclusive of any renewals or extensions of such contracts, for bond counsel, special counsel and/or when the SRAA General Counsel position is vacant. It shall also be the policy of the Authority to permit the sole sourcing of professional service contracts for periods of less than one year, inclusive of any renewals or extensions of such contracts, for legal counsel in the event of a conflict of interest of SRAA in-house counsel.

Where the Authority utilizes an agent/broker to secure specialized media resources in its behalf (e.g. television time, radio time, newspaper ads, etc), those media resources may be obtained based upon the agent's/broker's recommendation in order to provide the broadest dissemination of Authority messages and the Authority may contract directly for such services based upon that plan or recommendation. The agent/broker shall consider competitive prices, effectiveness of message dissemination and other relevant factors to provide the most effective message presentation within the resources budgeted.

### **SOLE SOURCE**

It is the policy of the Syracuse Regional Airport Authority to promote competition in the procurement process, whenever possible. Toward that end, the Authority will not specify the product of a certain manufacturer to the exclusion of all other comparable products, except where such a designation is required for the public interest, such as where local geographic, atmospheric or other conditions require the use of the, and only the type of, equipment specified. Where the Authority specifies a particular article or type of equipment that it regards as its general standard, it will provide that any other manufacturer of similar equipment may meet the specifications if his or her product is reasonably equivalent to that mentioned as the standard. Only in those instances where the Authority is required to secure equipment or service from a sole source, may a purchase of such items or service be made without a competitive procurement process. In such instance, the Authority's Executive Director or his/her designee shall report to the Authority on the need to purchase the equipment or service from a sole source vendor prior to procurement.

Additionally, it is policy of the Authority to permit the sole source of a good, equipment or service contract, where issues of timeliness, knowledge, prior performance or necessity which could not have been reasonably foreseen preclude the solicitation of quotes or proposals.

### **EMERGENCIES**

Notwithstanding any of the other provisions in this Procurement Policy, in the case of a public emergency arising out of an accident or other unforeseen occurrence or condition whereby circumstances affecting the life, health, safety or property of the Authority's officers, members or staff or the general public require immediate action which cannot await a competitive process or competitive bidding, contracts for the purchase of supplies, materials or equipment or services may be let by the Authority's Executive Director by immediate contract and the Executive Director may temporarily dispense with the competitive bidding or procurement requirements set forth herein. However, a good faith emergency must exist and while the emergency purchases

New Business

**Resolution 5**  
Resolution Adopting Cash  
Management Policy

# SRAA Cash Management Policy

## **Enabling Legislation**

NYS Public Authorities Law, Title 34 (Syracuse Regional Airport Authority)

§2799-mmm. Moneys of the authority. All moneys of the authority from whatever source derived shall be paid to the treasurer of the authority and shall be deposited forthwith in a bank or banks designated by the authority. The moneys in such accounts shall be paid out on check of the treasurer upon requisition by such person or persons as the authority may authorize to make such requisitions. **All deposits of such moneys shall be secured by obligations of the United States or of the state or of any municipality of a market value equal at all times to the amount on deposit and all banks and trust companies are authorized to give such security for such deposits. To the extent practicable, consistent with the cash requirements of the authority, all such moneys shall be deposited in interest bearing accounts.**

The authority shall have power, notwithstanding the provisions of this section, to contract with the holders of any bonds as to the custody, collection, security, investment and payment of any moneys of the authority or any moneys held in trust or otherwise for the payment of bonds or in any way to secure bonds, and carry out any such contract notwithstanding that such contract may be inconsistent with the provisions of this section. Moneys held in trust or otherwise for the payment of bonds or in any way to secure bonds and deposits of such moneys may be secured in the same manner as moneys of the authority and all banks and trust companies are authorized to give such security for such deposits. Any moneys of the authority not required for immediate use or disbursement may, at the discretion of the authority, be invested in those obligations specified pursuant to the provisions of section ninety-eight-a of the state finance law. Subject to the provisions of any contract with bondholders and with the approval of the state comptroller, the authority shall prescribe a system of accounts.

## **Scope**

- A) This policy applies to investment of working capital, reserve funds and temporarily restricted funds.
- B) This policy incorporates by reference the Syracuse Regional Airport Authority (SRAA) Investment Guidelines as adopted by the Authority.

## **Objectives (in order of priority)**

- A) Preservation of capital
- B) Liquidity
- C) Yield
- D) Diversification

# SRAA Cash Management Policy

## **Designated Financial Institutions**

- A) The Board of the Authority will designate a financial institution or institutions to be used as a depository for the funds of the Authority.
  - 1) Periodically the Board will review such designation.
- B) Monies will be held in such accounts at the designated institution(s) as may be determined by the Treasurer.
  - 1) Accounts can only be opened or closed at the direction of both the Treasurer and the Executive Director.

## **Responsibility**

- A) The Treasurer is responsible for investing cash within the guidelines set by the Enabling Legislation and the SRAA Investment Guidelines.
- B) On a quarterly basis the Treasurer will report to the Finance Committee and the Board on the status of all cash investments.

## **Account Signature Requirements**

- A) Authorized signers on SRAA accounts shall be:
  - 1) Chair of the Board
  - 2) Vice Chair of the Board
  - 3) Executive Director
  - 4) CFO/Treasurer
- B) Number of Signatures
  - 1) Checks under \$5,000 require one authorized signature.
  - 2) Checks of \$5,000 or over require two authorized signatures.

## **On-Line Banking/Wire Transfers**

- A) The Executive Director and the CFO/Treasurer shall have on-line access to the Authority bank accounts for the purposes of account inquiry and transferring monies between Authority accounts.
- B) The Fiscal Officer and her/his designee shall have access to the bank's wire transfer system for the sole purposes of sending Authority funds to accounts that have been pre-approved by the Executive Director or CFO/Treasurer.

Draft: 04/03/14



**Resolution No.**

**2014**

**RESOLUTION ADOPTING A CASH MANAGEMENT POLICY  
FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY.**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, under the Enabling Act the Authority is required to adopt certain policies regarding its operations and the conduct of its business; and

WHEREAS, Section 2799-mmm of the New York Public Authorities Law provides that the Authority shall have the power to invest monies not required for immediate use or disbursement; and

WHEREAS, pursuant to 2799-mmm of the New York Public Authorities Law, the Authority wishes to establish a Cash Management Policy to guide the Authority's use of its working capital, reserve funds, and temporarily restricted funds.

WHEREAS, the Authority has created a Cash Management Policy, attached hereto and made part of this Resolution; and

WHEREAS, the Cash Management Policy has been submitted to and reviewed by the Authority, and the Authority has determined that said Cash Management Policy meets the present needs of the Authority.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby adopts the Cash Management Policy, as attached to and made a part of this Resolution, as the Cash Management Policy of the Syracuse Regional Airport Authority, effective immediately; and

BE IT FURTHER RESOLVED, that the Cash Management Policy of the Syracuse Regional Airport Authority be certified by the Secretary of the Authority and filed in the Office of the Authority.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_ Nays: \_\_\_\_ Abstentions: \_\_\_\_.

**Signed:**\_\_\_\_\_  
Secretary

## **Resolution 6**

Resolution Approving 2014  
Capital Projects/Expenditures

## 2014 CIP

### **CIP (AIP Funded) - A projects**

				15%
<u>Description</u>		<u>FAA Funding</u>	<u>SRAA Cost</u>	<u>SRAA Bdgt</u>
1	Runway 15-33 LPV-Easement Acquisition Est. Cost - \$350,000	315,000	17,075	19,636
2	Construct Snow Removal Equip (SRE) Bldg. Est. Cost - \$2,060,000	1,854,000	103,000	118,450
3	Rehabilitate Maintenance area access road/apron Est. Cost - \$3,160,000	2,844,000	158,000	181,700
4	Construct sand storage dome Est. Cost - \$1,980,000	1,782,000	99,000	113,850
5	Culvert Replacement R/W 28 Approach Access Est. Cost - \$300,000	<u>270,000</u>	<u>15,000</u>	<u>17,250</u>
Sub-Total A projects		7,065,000	392,075	450,886

### **CIP (AIP Funded) - B projects**

<u>Description</u>		<u>FAA Funding</u>	<u>SRAA Cost</u>	<u>SRAA Bdgt</u>
1	Airline Ticket Counters* Est. Cost - \$750,000	<u>675,000</u>	<u>37,500</u>	<u>43,125</u>
Sub-Total B projects		<u>675,000</u>	<u>37,500</u>	<u>43,125</u>

**RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO  
ACCEPT GRANT OFFERS AND ENTER IN TO GRANT  
AGREEMENTS WITH THE FEDERAL AVIATION  
ADMINISTRATION AND NEW YORK STATE DEPARTMENT OF  
TRANSPORTATION FOR PROJECTS RELATED TO THE  
IMPROVEMENT OF THE SYRACUSE HANCOCK INTERNATIONAL  
AIRPORT.**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, the Enabling Act authorizes the Authority to enter into contracts; and

WHEREAS, the Federal Aviation Administration ("FAA") and the New York State Department of Transportation (“NYSDOT”) provide grants to Airports participating in the Capital Improvement Program ("CIP"); and

WHEREAS, the Syracuse Hancock International Airport is a participant in the CIP and has a need for the appropriations offered by the FAA and the NYSDOT; and

WHEREAS, the Authority wishes to accept the CIP grant monies for projects detailed in a list attached hereto and made part of this Resolution ("Exhibit A") ; and

WHEREAS, the Authority wishes to authorize the Authority's Executive Director to accept grant offers from and to enter in to grant agreements with the FAA and the NYSDOT; and

WHEREAS, the funds from the grant offers from the FAA and NYSDOT shall be used relative to the purpose of the grant offers; and

WHEREAS, the FAA and NYSDOT grant offers shall provide that the Authority is to contribute a portion of the overall cost of each project detailed in Exhibit A; and

WHEREAS, the FAA and NYSDOT grant offers have been submitted to and reviewed by the Authority, and the Authority has determined that the FAA and NYSDOT grant offers meet the present needs of the Authority; and

WHEREAS, The Authority desires to have the Executive Director accept the FAA and NYSDOT grant offers on behalf of the Authority.

NOW, THEREFORE BE IT RESOLVED, that the Syracuse Regional Airport Authority hereby authorizes the Executive Director of the Authority to accept any or all of the FAA and NYSDOT grant offers detailed in Exhibit A, on behalf of the Authority.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_ Nays: \_\_\_\_ Abstentions: \_\_\_\_.

**Signed:**\_\_\_\_\_  
Secretary

## **Resolution 7**

Resolution Approving Ground  
Lease Agreement with FedEx  
Corporation



## Agreement Summary Cover Sheet

**Name:** FedEx Ground Lease Agreement

**Term:** 10 years with some termination conditions

**New or Renewed Agreement:** New.

**Value/Rent/Percent of Gross Receipts:** \$570 a month or \$6840 annually.

**Service provided:** This Agreement permits FedEx to install above ground tanks to store deicing fluid.

**Summary:** FedEx will use two above ground tanks located near FedEx's designated area for the purpose of storing and transferring deicing fluid between deicing trucks and the deicing fluid storage tanks.

**Additional Comments/Exhibits:** None.



**RESOLUTION AUTHORIZING EXECUTION BY THE EXECUTIVE  
DIRECTOR OF THE SYRACUSE REGIONAL AIRPORT AUTHORITY  
OF A CONTRACT PERMITTING FEDERAL EXPRESS CORPORATION  
TO STORE AND USE DEICING FLUID AT THE SYRACUSE HANCOCK  
INTERNATIONAL AIRPORT**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, the Enabling Act authorizes the Authority to enter into contracts; and

WHEREAS, Federal Express Corporation ("FedEx") is engaged in the business of transporting persons and cargo by air and as part of its business it is required to deice its aircraft prior to takeoff when conditions require; and

WHEREAS, FedEx desires to deice its aircraft itself using its own equipment; and

WHEREAS, the Authority desires to enter in to an agreement so Fedex may store and use deicing fluid and equipment on the premises of the Syracuse Hancock International Airport ("Airport"); and

WHEREAS, the Authority desires to have the Executive Director enter the Agreement, attached hereto and made part of this resolution, on behalf of the Authority.

NOW, THEREFORE BE IT RESOLVED, that the Syracuse Regional Airport Authority hereby authorizes the Executive Director of the Authority to execute, on behalf of the Authority, the Agreement with FedEx containing the terms and conditions presented to the Authority Board at its April 11, 2014 meeting.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_ Nays: \_\_\_\_ Abstentions: \_\_\_\_.

**Signed:**\_\_\_\_\_  
Secretary

## **Resolution 8**

Resolution Approving Ground  
Handling Agreement with  
Trego-Dugan



## Agreement Summary Cover Sheet

**Name:** Trego-Dugan Agreement

**Term:** May 1, 2014-October 31, 2015 (18 Months)

**New or Renewed Agreement:** New agreement.

**Value/Rent/Percent of Gross Receipts:** 7% of gross receipts.

**Service provided:** Trego-Dugan is Allegiant Airline's ground handler of choice. They work with Trego-Dugan at several other airports.

**Summary:** This agreement permits Trego-Dugan to provide ground handling services to Allegiant Airline aircraft.

**Additional Comments/Exhibits:** None.

**RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR  
OF THE SYRACUSE REGIONAL AIRPORT AUTHORITY TO  
ENTER IN TO A CONTRACT WITH TREGO/DUGAN AVIATION, INC.  
FOR GROUND HANDLING SERVICES AT SYRACUSE HANCOCK  
INTERNATIONAL AIRPORT.**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, the Enabling Act authorizes the Authority to enter into contracts; and

WHEREAS, Trego/Dugan Aviation, Inc. ("Trego/Dugan") is a ground service handler and has been selected by the Allegiant Travel Company (“Allegiant”) to provide ground handling services in support of Allegiant’s air service operations at Syracuse Hancock International Airport; and

WHEREAS, the Authority wishes for Trego/Dugan to provide ground services at the Syracuse Hancock International Airport; and

WHEREAS, the Authority desires to have the Executive Director enter in to an Agreement with Trego/Dugan for ground handling services at the Syracuse Hancock International Airport on behalf of the Authority.

NOW, THEREFORE, BE IT RESOLVED, that the Syracuse Regional Airport Authority hereby authorizes the Executive Director of the Authority to enter into an Agreement for ground handling services at Syracuse Hancock International Airport with Trego/Dugan containing such terms and conditions as the Executive Director of the Authority deems in the best interest of the Authority.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_ Nays: \_\_\_\_ Abstentions: \_\_\_\_.

**Signed:**\_\_\_\_\_  
Secretary

## **Resolution 9**

Resolution Approving Parking  
Agreement with CuseCar



## Agreement Summary Cover Sheet

**Name:** CuseCar Agreement

**Term:** 3 years, 4/13/14 through 3/31/17 with an option for two one year renewals.

**New or Renewed Agreement:** Renewed, with an increase in rent.

**Value/Rent/Percent of Gross Receipts:** \$100 per month

**Service provided:** This Agreement provides CuseCar with one parking space in the parking garage for it's car share non-profit business.

**Summary:** This Agreement continues the same terms and conditions found in the current CuseCar contract, other than an increase in rent for the one parking space inside the parking garage. This agreement also changes the Agreement's end date so that the new end date coincides with the end of March.

**Additional Comments/Exhibits:** None.



**RESOLUTION AUTHORIZING EXECUTION BY THE EXECUTIVE  
DIRECTOR OF THE SYRACUSE REGIONAL AIRPORT AUTHORITY  
OF A CONTRACT ALOTTING ONE PARKING SPACE AT SYRACUSE  
HANCOCK INTERNATIONAL AIRPORT FOR SYNAPSE  
SUSTAINABILITY TRUST, INC. D/B/A/ CUSECAR OF SYRACUSE**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, the Enabling Act authorizes the Authority to enter into contracts; and

WHEREAS, Synapse Sustainability Trust, Inc. D/B/A CuseCar of Syracuse ("CuseCar") wishes to continue leasing a designated parking space on the ground level inside the Syracuse Hancock International Airport Parking Garage ("Parking Garage") for a period of three years; and

WHEREAS, the Authority desires for CuseCar to continue leasing a designated parking space inside the Parking Garage for another three years; and

WHEREAS, the Authority desires to have the Executive Director enter the Agreement, attached hereto and made part of this resolution, on behalf of the Authority.

NOW, THEREFORE BE IT RESOLVED, that the Syracuse Regional Airport Authority hereby authorizes the Executive Director of the Authority to execute, on behalf of the Authority, an Agreement with CuseCar to lease a designated parking space on the ground level inside the Parking Garage, containing terms and conditions as the Executive Director of the Authority deems in the best interest of the Authority.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_      Nays: \_\_\_\_      Abstentions: \_\_\_\_.

**Signed:** \_\_\_\_\_.  
Secretary

## **Resolution 10**

Resolution Approving Letter of  
Intent with Syracuse Jet Real  
Estate Management

**SYRACUSE JET REAL ESTATE MANAGEMENT LLC**

6834 Buckley Road  
North Syracuse, New York 13212

Christina R. Callahan, Executive Director  
Syracuse Regional Airport Authority  
City of Syracuse Department of Aviation  
Syracuse Hancock International Airport  
1000 Colonel Eileen Collins Boulevard  
Syracuse, NY 13212

RE: Letter of Intent with Syracuse Jet Real Estate Management, LLC

Dear Executive Director Callahan:

Thank you very much for discussing with us the potential lease of (i) approximately a 4.8 acre parcel of land on the Hancock airfield and, (ii) the option to lease an additional approximately 15 acres of adjacent land. After considering our discussions, Syracuse Jet Real Estate Management, LLC is pleased to provide you with this Letter of Intent to set forth certain non-binding understandings with respect to a proposed Ground Lease at the Airport.

The following paragraphs reflect our mutual understanding of the matters described, but are not legally binding, other than with regard to paragraph 8 below, and do not impose an enforceable obligation on the parties to negotiate or conclude an agreement on such terms. This is not a complete statement of all terms and conditions of the proposed Ground Lease, but provides a basis for further negotiations:

1. The proposed Lessee will be Syracuse Jet Real Estate Management, LLC ("SJREM"). SJREM's affiliate, Syracuse Jet Associations, LLC ("SJA") will be a sublessee of SJREM and will serve as a specialized aviation service operation (SASO) at the Airport in compliance with the Airport's Minimum Standards for Aeronautical Activities and in accordance with FAA regulations.
2. The proposed Lease will be for lands above-referenced for a term of 40 years with a Ground Rent Schedule and additional rents as agreed by the parties. As a condition to the Lease, SJREM will construct improvements, including a hangar, office space, aviation fuel storage facilities and parking lot, all of which will be used as a Private Jet Center to be operated by SJA for the benefit of Private Jet Center Members and will also provide certain concessions for Private Jet Center Members and their guests and related revenue generating activities (the "Improvements").
3. The Hangar to be constructed by SJREM will be approximately 30,000 sq. ft. of airplane hangar space, 48,000 sq. ft. of apron, 7,000 sq. ft. of office space, 36 car parking area and related landscaping, along with an above ground fuel farm for Jet-A fuel for use by Private Jet Center

Members. The cost of the contemplated transaction including the Improvements is currently estimated to be the approximate sum of \$6.7 million dollars.

4. All construction undertaken by SJREM in connection with the Definitive Agreements (defined below) will be in accordance with the requirements imposed by the FAA and shall meet the standards contained in the applicable advisory circulars for the design and construction of aircraft operating surfaces and all applicable New York State and local construction and building requirements. Emphasis will be placed on designing all traffic areas to provide for efficient snow removal contingency plans while keeping the improvements and Airport open and functional in all weather conditions.

5. Members of the SJA Private Jet Center shall be permitted to perform light maintenance on their aircraft, by FAA licensed A&P's and AI's, in accordance with their existing Flight Operations and or Aircraft Manufactured Recommendations including FAA circulars.

6. The Lease and related documents pertaining to the transaction proposed herein (the "Definitive Agreements") will contain such representations, warranties, covenants, indemnifications, collateral provisions and insurances as are appropriate for a transaction of this nature.

7. Execution of the Definitive Agreements will be subject to SJREM obtaining financing sufficient to cover all costs related to the contemplated transaction and the construction of the Improvements (the "Financing Commitment") and such Financing Commitment shall be subject to the reasonable satisfaction of the Syracuse Regional Airport Authority.

8. All expenses incurred by either party relating to the transaction contemplated herein, whether for attorney's fees, due diligence, architectural, engineering, "soft costs", financing related costs or costs of any other kind or nature and regardless of whether such costs and expenses were incurred prior to or during the term of this letter of intent and further regardless of whether or not the Definitive Agreements are ever executed, shall remain the sole cost, expense and obligation of such party.

9. The term of this letter of intent shall be commence on the date of its execution by both parties, which in no event shall be later than May 1, 2014, and shall terminate upon the earlier of August 1, 2014 or the date of execution of the Definitive Agreements by both parties.

10. Other than with regard to the provisions of paragraph 8 above, this Letter of Intent does not bind either party and neither party shall be bound unless and until execution of the Definitive Agreements.

Thank you once again for your consideration.

Sincerely,

Syracuse Jet Real Estate Management, LLC

By: \_\_\_\_\_

Ted Perry, Manager/Member

Approved:

Syracuse Regional Airport Authority

By: \_\_\_\_\_

Christina R. Callahan, Executive Director

**Resolution No.**

**2014**

**RESOLUTION APPROVING A LETTER OF INTENT WITH  
SYRACUSE JET REAL ESTATE MANAGEMENT REGARDING  
DEVELOPMENT OF A SPECIALIZED AIRCRAFT SERVICE  
OPERATIONS FACILITY AT SYRACUSE HANCOCK  
INTERNATIONAL  
AIRPORT.**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, pursuant to the terms of an Airport Lease Agreement between the City of Syracuse, New York and the Authority dated November 25, 2013 and related agreements between such parties and the issuance of an Operating Certificate to the Authority by the Federal Aviation Administration effective March 1, 2014, (collectively the “Enabling Agreements”) the Authority is responsible for the operation and management of the Syracuse Hancock International Airport (the “Airport”); and

WHEREAS, pursuant to Section 2799-hhh of the Enabling Act the Authority may provide for the establishment, construction, effectuation, operation, management, maintenance, renovation, improvement, extension or repair of aviation facilities by contract, lease or other arrangement with any natural person, firm, partnership, association, joint venture or corporation; and

WHEREAS, Syracuse Jet Real Estate Management, LLC ("SJREM") is a real estate management company that wishes to develop a specialized aircraft service operation (“SASO”) at the Airport and in connection therewith has provided the Authority with a Letter of Intent

signed by SJREM (the “LOI”) a copy of which is annexed hereto at Exhibit “A” and which outlines SJREM’s proposal for the construction of the SASO facility at the Airport; and

WHEREAS, consistent with its responsibilities under the Enabling Act and authorization under the Enabling Agreements the Authority wishes to develop and expand aviation facilities at the Airport, and the SASO facility as proposed in the LOI will further such development and expansion of aviation facilities at the Airport; and

WHEREAS, execution of the LOI by the Authority will not result in a binding agreement for the construction of the SASO facility but will only authorize the Authority to commence and/or continue negotiations with SJREM regarding the terms of a binding long term lease and related agreements (the “Definitive Agreements”) pursuant to which, if approved by this Board, the SASO facility would be constructed and operated.

NOW, THEREFORE BE IT RESOLVED, that the Board of the Syracuse Regional Airport Authority hereby authorizes the Executive Director of the Authority to sign the Letter of Intent with SJREM and thereafter to undertake negotiations regarding the terms of the Definitive Agreements, the final approval and execution of which shall be subject to the further approval of the Board of Syracuse Regional Airport Authority.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_      Nays: \_\_\_\_      Abstentions: \_\_\_\_.

**Signed:**\_\_\_\_\_  
Secretary



**Resolution 11**  
Resolution Creating the  
Position of Personnel  
Administrator

**Resolution No.**

**2014**

**RESOLUTION AUTHORIZING THE CREATION  
OF THE POSITION OF PERSONNEL ADMINISTRATOR  
OF THE SYRACUSE REGIONAL AIRPORT AUTHORITY**

**WHEREAS**, the Syracuse Regional Airport Authority (the "**Authority**") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "**Enabling Act**") and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

**WHEREAS**, Section 2799-ggg (12) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation; and

**WHEREAS**, the Authority desires to create the position of Personnel Administrator of the Syracuse Regional Airport Authority, which position the Authority believes is necessary to assist the Authority in performing its obligations and duties under the Enabling Act, and its future contractual responsibilities to keep, maintain and operate the Syracuse Hancock International Airport; and

**WHEREAS**, the creation of this position is a necessary step required by the Onondaga County Personnel Department and the New York State Civil Service Commission.

**NOW, BE IT RESOLVED**, that the Syracuse Regional Airport Authority hereby creates the position of Personnel Administrator of the Syracuse Regional Airport Authority.

**BE IT FURTHER RESOLVED**, that the Executive Director shall take any and all actions necessary to ensure this position is properly designated by the County Civil Service Department or any similar governmental entity.

**RESOLUTION ADOPTED**

**DATE:** \_\_\_\_\_

**VOTE:**    *Ayes* \_\_\_\_\_    *Nays* \_\_\_\_\_    *Abstentions* \_\_\_\_\_

**SIGNED:** \_\_\_\_\_  
                  *Secretary*

**Resolution 12**  
Resolution Creating the  
Position of Public Information  
Officer

**Resolution No.**

**2014**

**RESOLUTION AUTHORIZING THE CREATION  
OF THE POSITION OF PUBLIC INFORMATION OFFICER  
OF THE SYRACUSE REGIONAL AIRPORT AUTHORITY**

**WHEREAS**, the Syracuse Regional Airport Authority (the "**Authority**") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "**Enabling Act**") and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

**WHEREAS**, Section 2799-ggg (12) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation; and

**WHEREAS**, the Authority desires to create the position of Public Information Officer of the Syracuse Regional Airport Authority, which position the Authority believes is necessary to assist the Authority in performing its obligations and duties under the Enabling Act, and its future contractual responsibilities to keep, maintain and operate the Syracuse Hancock International Airport; and

**WHEREAS**, the creation of this position is a necessary step required by the Onondaga County Personnel Department and the New York State Civil Service Commission.

**NOW, BE IT RESOLVED**, that the Syracuse Regional Airport Authority hereby creates the position of Public Information Officer of the Syracuse Regional Airport Authority.

**BE IT FURTHER RESOLVED**, that the Executive Director shall take any and all actions necessary to ensure this position is properly designated by the County Civil Service Department or any similar governmental entity.

**RESOLUTION ADOPTED**

**DATE:** \_\_\_\_\_

**VOTE:**    *Ayes* \_\_\_\_\_    *Nays* \_\_\_\_\_    *Abstentions* \_\_\_\_\_

**SIGNED:** \_\_\_\_\_  
                  *Secretary*

**Resolution 13**  
Resolution Approving Facility  
Use Policy

# FACILITY USE REQUEST / AGREEMENT



## Applicant to Comply With Instruction For Preparation of this Application

Please type or print legibly. All items must be filled in; incomplete forms will not be accepted. The applicant, by signing this request has acknowledged that applicant has read and understood the "Facility Use Policy", and agrees to be bound to all the conditions contained therein. Availability is subject to change without notice.

### CONTACT INFORMATION

NAME:	ADDRESS
COMPANY	
PHONE	

### EVENT INFORMATION

Is this event Private or Public? ☐ Public ☐ Private

DESCRIPTION OF EVENT
----------------------

DATE OF EVENT	TIME OF EVENT	DURATION OF EVENT	NUMBER OF ATTENDEES
---------------	---------------	-------------------	---------------------

SPACE REQUESTED (please circle)  € ROOM 1114  € FIRST FLOOR CONCOURSE  € VERONICA ROOM	SPECIAL REQUIREMENTS:	Number of Guests	Fee
		1-100	\$100
		101-200	\$200
		201-300	\$300
		301-400	\$400
		401-500	\$500

The largest space available for rent is the First Floor Concourse, which has a Maximum Occupancy of 500 persons.

INSURANCE CARRIER, POLICY NUMBER (Attach proof of insurance to this application)	FOOD/BEVERAGE VENDOR:
---	-----------------------

FOOD/BEVERAGE LIQUOR LICENSE NUMBER:	FOOD/BEVERAGE VENDOR CONTACT INFORMATION:
--------------------------------------	---

### SIGNATURE AND REVIEW INFORMATION

By signing below, you hereby agree to the terms and conditions specified in the Facility Use Policy, the fee schedule defined in this Facility Use Request, and agree to repay the Syracuse Regional Airport Authority for any costs, expenses, fees or charges associated with your use of the Space.

SIGNATURE OF APPLICANT	DATE:
EXECUTIVE DIRECTOR	

IF APPROVED SUBJECT TO CONDITION, ATTACH CONDITIONS HERETO

€ APPROVED € DENIED € CONDITIONAL



## SYRACUSE HANCOCK INTERNATIONAL AIRPORT FACILITY USE POLICY

The Syracuse Regional Airport Authority ("Authority") encourages any appropriate use of the Syracuse Hancock International Airport ("Airport") by members of the Central New York region, consistent with the Authority's [Mission Statement](#), through the use of its publicly available facilities.

The Airport has space available that may be used for public or private special events, meetings, parties, conferences, etc. The Authority has established the following policy to outline the special terms and conditions that apply to any parties renting or using space at the Airport for special events, meetings, parties, conferences, etc..

### **A. Availability**

1. Any person wishing to use any of the available spaces ("Renter") at the Airport must call the Authority's office at (315) 454-3263, visit the Authority's front counter to check availability, or visit the Airport's website at <http://www.syrairport.org/airport-guide/conference-facilities/> to complete the Facility Use Request form, sign the "Facility Use Agreement" (Agreement), review the Facility Use Agreement Terms and Conditions and the "Facility Use Fee Schedule" (Fee Schedule), detailed below.
2. Availability is on a first come, first served basis, and is subject to change without notice.

### **B. Facility Use Agreement**

1. The Agreement form must be completed to include preferred room, date of event, time of event, number of attendees, special requirements or setup, nature of event, etc. Incomplete forms will not be accepted.
2. The Agreement will act as a request and, when signed by the approving authority, a formal binding agreement between the requesting party and the Authority.
3. All Agreements are subject to the approval of Executive Director of the Authority.

### **C. Terms and Conditions**

1. Description of Space Available The Space is the area located on the first floor of the Syracuse Hancock International Airport Terminal Building, and includes the first floor lobby and conference rooms past the stairs and escalator area designated for travelers headed to the new Security Checkpoint ("Space"). The Space is further elaborated in an attachment to this Policy, as Exhibit "A".
2. Privileges, Uses, Rights and Interests Subject to all applicable laws, rules and regulations of the United States and of the State of New York, all applicable laws, rules and regulations, ordinances, the Charter of the City of Syracuse and specifically 14 CFR Part 139 and 14 CFR Part 1542 of the Federal Aviation Regulations, the Authority grants the temporary privilege of use of the Space for the time described on the Facility Use

Application and approved by the Executive Director, provided however, that the Renter shall at all times be subject to such rules and regulations and any federal, state, or local regulatory bodies or agencies may impose.

3. Limited Use Of The Space The Renter may engage only in the activities specified within the Facility Use Application within the Space and the Renter shall not use the Space for any other purpose without the prior written approval of the Executive Director.

4. Insurance Requirements The Authority requires a Renter to purchase and maintain, at its own cost, hazard and liability insurance (including liquor liability if applicable) with a minimum coverage of \$1,000,000.00, which names the City of Syracuse, the Syracuse Hancock International Airport, and the Syracuse Regional Airport Authority as additional insured. The insurance companies shall have an A.M. Best's rating and financial size of at least A- and shall be either licensed (for insurance companies domiciled in New York) or admitted (for insurance companies not domiciled in New York) and shall be authorized to do business in the State of New York by the New York State Department of Financial Services. All policies shall apply as primary insurance on a non-contributing basis before any other insurance or self-insurance, including any deductible, maintained by or provided to the additional insureds.

Failure to provide proof of insurance, or maintain insurance during the occupation of the Space, or to fail to name the City, the Airport, and the Authority as additional insureds is a violation of this Agreement and will terminate the Renter's privilege to occupy the Space. The Renter shall waive all rights of subrogation against the City of Syracuse, Airport, and Syracuse Regional Airport Authority, staff and employees, for the recovery of damages under any of the insurance policies.

If, at any time, any of the policies shall become unsatisfactory to the Authority as to form or substance, or if any of the insurance companies issuing such policies shall be or become unsatisfactory to the Authority, the Renter, on demand of the Executive Director, shall immediately obtain and furnish to the Authority a new and satisfactory policy in replacement.

The Renter shall require any subcontractors to have the same insurance required of it in this Agreement, including any and all required insurance certificates, additional insured endorsements, waiver of subrogation endorsements and 30 day notice of cancellation or material modification endorsements.

5. Quiet Enjoyment The Renter recognizes and understands that the Airport hosts other tenants, concessionaires, guests and passengers and the Renter will occupy the Airport as defined in the Facility Use Application, and hereby agrees that the Renter's occupation of the Space will not interfere with or hinder other users quiet enjoyment of the Airport. The Renter further agrees not to do or permit to be done within the Space anything that would constitute a nuisance or waste.

6. Access The Authority, its agents, employees, representatives, contractors or subcontractors may, at any time, access the Space. The Renter agrees that it shall not impede the Authority, its agents, employees, representatives, contractors or

subcontractors access to the Space at any time and for any reason. Should the Authority, its agents, employees, representatives, contractors or subcontractors need to access the Space while the Renter is occupying the Space, the Authority, its agents, employees, representatives, contractors or subcontractors will make every reasonable effort to minimize its access to the Space to accommodate the Renter and the Renter's use of the Space. However, if the Renter interferes with the Authority, its agents, employees, representatives, contractors or subcontractors access to the Space, the Renter's privilege to occupy the Space will be terminated.

7. Charge for Services The Renter agrees to repay the Authority for any and all charges, fees, or costs for the services rendered to the Renter or its guests. The Renter agrees as a condition of this Agreement that any and all charges, fees, or costs for services rendered to the Renter or its guests, shall be reasonable. The Executive Director shall have the authority to review all charges and order them reduced or increased in accordance with the above. The term Services shall include, but is not limited to: custodial services; security personnel services; fire fighting services; parking services; and any other service provided by the Authority, its agents, employees, representatives, contractors or subcontractors.

8. Collection of Fees The Renter shall pay all costs prior to occupying the Space except where such costs can only be calculated after service is rendered, where such fees are due immediately upon invoicing. Any payments outstanding for more than 10 days after occupation of the space will be subject to late fees which shall be determined by the Executive Director on a case by case basis.

9. Food and Beverage Policy If the Renter is holding a public event, any food or beverage must be served, prepared, and sold by the Airport's authorized concessionaire, or any of its subsidiaries. Any food or beverage arrangements must be made between the Airport Concessionaire and the Renter.

If the Renter is holding a private event, the Renter is not limited to the exclusive agreement with the authorized concessionaire and the Renter may provide food or beverage service during the Renter's occupancy of the Space through a third party, provided that the Renter provides the Authority notice of: the identity of the third party food or beverage provider; the third party food or beverage provider's proof of insurance (if the third party food or beverage provider will occupy the Space); and the Renter's written acknowledgement that the Renter shall be liable for any damage to the Space or Airport, waste, or nuisance that the third party food or beverage provider causes.

10. No Smoking Policy All facilities at the Airport are non-smoking facilities. Smoking is strictly prohibited in or around any Airport facility. Any smoking must occur outside the terminal building, at least fifty (50) feet away from any Airport structure.

11. Parking The Renter recognizes and agrees that parking at the Airport, either in the Parking Garage or any open lot, is not included in the Agreement. All guests attending said event must arrange for transportation or use the parking facilities and pay the appropriate parking fees.

12. Reserved Rights The Executive Director reserves the right to cancel, amend, change or alter any agreement with any Renter.

**D. Fee Structure**

1. The Renter must pay a fee for use of the Space prior to occupying the Space. The fee charged shall be in proportion to the number of guests anticipated to attend the event occupying the Space. The fee shall be held as a deposit prior to the Renter's use of the space. The fee schedule can be found on the Facility Use Request Agreement Form. Failure to provide payment prior to occupying the Space is a violation of this agreement, and any violation of this agreement shall negate any approval or agreement for the Renter to occupy the Space.

2. Not-for-profit businesses are eligible for a 50% reduction of the fee found on the Facility Use Request Agreement Form. To receive the 50% reduction of the fee found on the Facility Use Request Agreement Form, written proof of the Renter's not-for-profit status must be submitted with the Renter's Facility Use Request Agreement Form.

3. All Renters must pay by cash or check for use of the Space prior to the use of the space, and shall deliver all cash or checks to the Syracuse Regional Airport Authority 1000 Colonel Eileen Collins Boulevard Syracuse, New York 13212. All checks must be made out to the Syracuse Regional Airport Authority.

4. Due to the nature of scheduling events at the Airport, any Renter who submits a Facility Use Request and notifies the Authority more than 30 days prior to the Renter's proposed use of the Space that the Renter wishes to cancel his or her reservation of the Space, then the Renter shall have his or her deposit refunded. If the Renter cancels his or her reservation of the Space between 11 and 29 days before the proposed use of the Space, then the Renter shall have half of his or her deposit refunded. If the Renter cancels his or her reservation of the space with less than 10 calendar days remaining to the Renter's proposed use of the Space, the Renter's deposit will not be returned to the Renter.

Agreed and acknowledged this \_\_\_ day of \_\_\_\_\_ 201\_\_

Name of Profit or Not for Profit Group, LLC/Inc.

By: \_\_\_\_\_

Its: \_\_\_\_\_

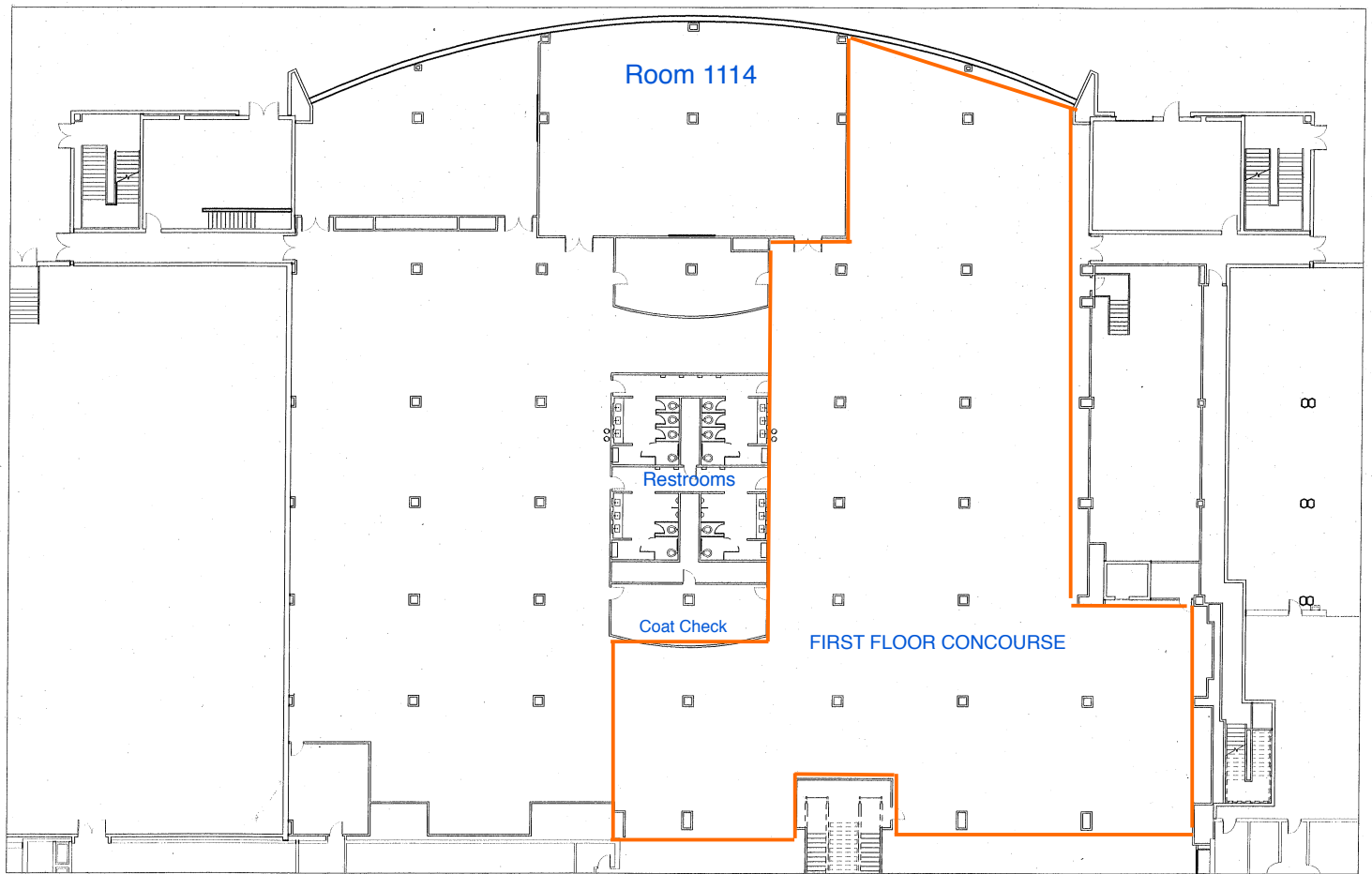
or

Agreed and acknowledged this \_\_\_ day of \_\_\_\_\_ 201\_\_

---

Name of Individual Renter

# Exhibit A



**Resolution No.**

**2014**

**RESOLUTION ADOPTING A FACILITY USE POLCY FOR THE  
SYRACUSE HANCOCK INTERNATIONAL AIRPORT.**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, the Enabling Act authorizes the Authority to enter into contracts; and

WHEREAS, pursuant to 2799-ggg(5) of the New York Public Authorities Law, as amended, the Authority may hold and use property and facilities necessary, convenient or desirable to carry out its corporate purposes; and

WHEREAS, under the Enabling Act the Authority is required to adopt certain policies regarding its operations and the conduct of its business; and

WHEREAS, the Syracuse Hancock International Airport has space (the "Space") that can be used for events, meetings, or for any other means; and

WHEREAS, the Authority wishes to make the Space available for public or private events, subject to the terms and conditions of the Facility Use Policy, attached hereto and made part of this Resolution; and

WHEREAS, the Facility Use Policy has been submitted to and reviewed by the Governance Committee and the Authority; and

WHEREAS, the Authority has determined that said Facility Use Policy meets the present needs of the Authority; NOW, THEREFORE,



BE IT RESOLVED, that the Authority hereby adopts the Facility Use Policy, as attached to and made a part of this Resolution, as the Facility Use Policy of the Syracuse Regional Airport Authority, effective immediately; and

BE IT FURTHER RESOLVED, that the Facility Use Policy of the Syracuse Regional Airport Authority be certified by the Secretary of the Authority and filed in the Office of the Authority.

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_      Nays: \_\_\_\_      Abstentions: \_\_\_\_.

**Signed:**\_\_\_\_\_  
Secretary

**Resolution 14**  
Resolution Adopting  
Amendments to Organizational  
By-Laws

# **Resolution 14**

## **Exhibit A**

**ORGANIZATIONAL BY-LAWS  
of  
SYRACUSE REGIONAL AIRPORT AUTHORITY**

**ARTICLE I THE AUTHORITY**

**Section 1.1 Name.**

The name of the Authority shall be the Syracuse Regional Airport Authority (the "Authority") and the Authority shall mean the corporation created by the Enabling Act as defined in Section 2.1 below.

**Section 1.2 Seal of Authority.**

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

**Section 1.3 Office of the Authority.**

The office of the Authority shall be located at the Syracuse Hancock International Airport, but the Authority may have other offices at such other places as the Authority may from time to time designate by resolution.

**ARTICLE II PURPOSES AND POWERS**

**Section 2.1 Purposes.**

The purposes of the Authority shall be those enumerated in Title 34 of Article 8 of New York Public Authorities Law, as amended, hereinafter referred to as the "Enabling Act". The Authority shall do all things necessary or convenient to carry out its purposes.

**Section 2.2 Powers.**

The general and special powers of the Authority shall be those enumerated in the Enabling Act. The Authority shall exercise the powers expressly given the Authority in the Enabling Act.

**ARTICLE III MEMBERS OF THE AUTHORITY**

**Section 3.1 Members.**

The Authority shall be governed by a board of eleven (11) members, all of whom are appointed as follows: seven (7) members appointed by the Mayor of the City of Syracuse; one (1) member appointed by the County Executive of Onondaga County; one (1) member appointed by the Town Board of the Town of DeWitt; one (1) member appointed by the Board of Education of the East Syracuse Minoa Central School District; and one (1) member appointed on a rotating basis by the Town Board of the Town of Cicero, the Town Board of the Town of Salina, the Town

Board of the Town of Clay and the Board of Education of the North Syracuse Central School District. Hereinafter, the members, acting collectively, are referred to for purposes of these By-Laws as the Board or Authority Board.

### **Section 3.2 Term of Office.**

The term of office for members of the Board shall be as fixed by Section 2799-ddd of New York Public Authorities Law, as amended.

### **Section 3.3 Powers and Duties.**

The Board shall have the powers and duties as set forth in the Enabling Act and the New York Public Authorities Law, as amended. These powers and duties include overseeing the management of the affairs of the Authority. The Board shall establish, monitor and update from time to time such policies as they deem necessary or desirable and appropriate to promote honest and ethical conduct by the Authority and to maintain and enhance the public's confidence in the Authority.

As part of its powers and duties, the Board shall:

1. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
2. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the employees of the Authority, as necessary;
3. Comply with and implement the City of Syracuse code of ethics that is applicable to the members of the Board and the Authority per the Enabling Act;
4. Establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member; investments; travel; the acquisition of real property and the disposition of real and personal property; and the procurement of goods and services;
5. Adopt a defense and indemnification policy and disclose such plan to any and all members and prospective members;
6. Perform each of their duties as members of the Board individually, and collectively, including but not limited to those imposed by this Section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public; and

7. Execute an acknowledgement, in the form prescribed by the Authorities Budget Office, in which each Board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph 6 of this Section and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

All such policies shall be consistent with the Enabling Act, other applicable laws and these By-Laws.

#### **Section 3.4 Compensation.**

Each member of the Board shall serve without compensation, but each shall be entitled to reimbursement of actual and necessary expenses incurred in connection with carrying out the purposes of the Authority.

#### **Section 3.5 Compliance with State Law.**

The majority of the Board shall consist of independent members as required by Section 2825(2) of New York Public Authorities Law, as amended. An independent member of the Board is a member who: (a) is not, and in the past two years has not been, employed by the Authority or an affiliate in an executive capacity; (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Authority or received any other form of financial assistance valued at more than fifteen thousand dollars from the Authority; (c) is not a relative of an executive officer or employee in an executive position of the Authority or an affiliate; and (d) is not, and in the past two years has not been, a lobbyist registered under a State or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Authority or an affiliate.

### **ARTICLE IV OFFICERS, PERSONNEL AND PROFESSIONAL SERVICES**

#### **Section 4.1 Officers.**

The officers of the Board shall be a Chair, a Vice-Chair, and a Treasurer who shall be members of the Board, and a Secretary who need not be a Board member.

#### **Section 4.2 Authorized Officer.**

The Chair, Vice-Chair, Treasurer or other officers of the Board or agents or employees of the Authority may be delegated authority to perform specific acts or duties by a duly adopted resolution of the Board.

#### **Section 4.3 Chair.**

Pursuant to the Enabling Act, the Chair of the Board shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Board and meetings of any

executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Board Committees, and with respect to all actions of the Board, the Chair shall be polled last in the roll call of the Board.

#### **Section 4.4 Vice-Chair.**

By a majority vote cast by ballot, the Board shall elect a Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in the event of the resignation, end of appointment or death of the Chair, the Vice-Chair shall perform the duties of the Chair until such time as the Mayor of the City of Syracuse shall designate a new Chair.

#### **Section 4.5 Treasurer.**

By a majority vote cast by ballot, the Board shall elect a Treasurer. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit same, in the name of the Authority, in such bank or banks as the Authority may select pursuant to Article 7 Section 7.2 of these By-Laws. Except as otherwise authorized by resolution of the Board, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and reimburse such monies under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such instruments of indebtedness, orders, and checks shall be countersigned by the Chair.

The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board at each regular meeting an account of the Treasurer's transactions and also of the financial condition of the Authority. The Treasurer shall direct the preparation of and submit annual audits and reports as provided by Article 8, Title 34, Section 2799-vvv and Article 9 of the New York Public Authorities Law, as amended. The Treasurer shall give such bond for the faithful performance of his/her duties as the Board may determine; provisions for such bond shall be paid for by the Board.

The Treasurer shall be the Chair of the Finance Committee.

#### **Section 4.6 Secretary.**

By resolution, the Board shall designate a Secretary. The Secretary shall keep the records of the Board, shall act as secretary of the meetings of the Board and maintain a record of all Board proceedings in a journal of proceedings kept for such a purpose, and shall perform all duties incident to his or her office, including preparation of all reports other than financial reports required by law or agreement to be regularly given. He or she shall have custody of the Seal of the Authority and shall have the power to affix such Seal to all contracts and other instruments authorized to be executed by the Board.

#### Section 4.7 Executive Director and other Officers of the Authority.

Pursuant to Section 2799-~~DDD (2)~~ggg (12), the Board hereby creates the positions of Executive Director, Chief Fiscal Officer/Treasurer and General Counsel ~~to~~of the Authority. The Executive Director shall be the Chief Executive Officer of the Authority and shall be an employee of the Authority. The Executive Director reports to the Board, and is responsible for the Authority's consistent achievement of its mission and financial, operations and administrative objectives. The duties of the Executive Director will include, but not be limited to:

1. Responsibility for all aspects of the Airport administration, finance, management, marketing, economic development, air service development and facilities improvements;
2. Making hiring and termination decisions for all employees of the Authority, including the General Counsel, Chief ~~Financial~~Fiscal Officer/Treasurer and other subordinate staff and exercise general supervision and direction for all employees. For senior management positions such as General Counsel and Chief ~~Financial~~Fiscal Officer/Treasurer, the Executive Director shall seek and obtain the advice and consent of the Board;
3. Representing the Authority to the public, the airlines, and other members of the community and government agencies;
4. Carrying out the policies and objectives of the Board;
5. Furnishing financial and other reports to the Authority, including the financial needs and conditions of the Airport;
6. Formulating and recommending policy for consideration by the Board and overseeing implementation of same;
7. Directing oversight and implementation of all Airport facilities development programs in accordance with the Airport Master Plan and capital budgets, including all capital budgets, all capital project design, financing, and awarding of contracts;
8. Engaging in the promotion of economic development initiatives for the Airport and community economic development which include the growth in the overall number of jobs at the Airport improving the Airport's revenue stream, the continuation of construction projects and airport development and attracting business and airlines to the Airport.

The Chief Fiscal Officer/Treasurer ("CFO/T") shall be an officer of the Authority and is responsible for directing and overseeing the financial operations of the Syracuse Regional Airport Authority. Acts as the custodian of the Authority's assets, funds and securities. The CFO/T's responsibilities include but are not limited to: finance and accounting, investments, internal audits, debt management, capital improvement funding, insurance, employee benefits, payroll, purchasing and procurement. The CFO/T shall sign all instruments of indebtedness, all orders, and all checks for the payment of money. The work of the CFO/T is completed at the

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executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment. Supervision of clerical and accounting personnel is a function of this position.

The General Counsel shall be an officer of the Authority and is responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and on a day to day basis, to counsel the Executive Director on various legal matters as required. General Counsel of the Authority shall be the chief legal officer of the Authority responsible for the handling and supervision of all legal issues and matters encountered by the Authority and the Members of its Board. The work of the General Counsel is completed at the executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment.

#### **Section 4.8 Additional Duties.**

The officers of the Board and the Executive Director and other officers of the Authority shall perform such other duties and functions as may from time-to time be authorized by resolution of the Board or be required by the By-Laws of the Authority.

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#### **Section 4.9 Personnel; Professional Services.**

With the consent of the Mayor of the City of Syracuse, the Authority may utilize the services of employees of the City of Syracuse Department of Aviation as well as the services of the Corporation Counsel of the City of Syracuse and/or one or more of the Assistant Corporation Counsels of the City of Syracuse as the Board or the Authority deems necessary to exercise its powers, duties and functions. The Authority also may from time-to-time employ such personnel and/or retain or employ counsel, auditors, engineers and private consultants as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 34 of the New York Public Authorities Law, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, counsel, auditors, engineers and private consultants shall be determined by the Authority subject to the Board's policies and the laws of the State of New York.

### **ARTICLE V MEETINGS**

#### **Section 5.1 Annual Meeting.**

The Annual Meeting of the Authority Board shall be held on a date to be determined in September of each year at a place determined by the Board.

#### **Section 5.2 Regular Meetings.**

Regular meetings of the Board may be held at such times and places as from time-to-time may be determined by the Board.

#### **Section 5.3 Special Meetings.**

When the Chair deems it desirable, he or she may call a special meeting of the Board. Upon the written request of two members of the Board, the Chair shall call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Board member personally or by facsimile or by email to the business or home address of each member of the Board at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all the members of the Board are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

#### **Section 5.4 Notice.**

Notice of the time and place of each regular meeting of the Board shall be given to each member by mail at least five (5) calendar days before such meeting or personally or by facsimile or email. Except as otherwise provided in Article VIII relating to the amendment of these By-Laws and in Article V, Section 5.3 relating to special meetings, such notice need not specify the matters to be considered at the meeting. Notices by mail shall be deemed to have been given when mailed to each member at his or her address appearing on records of the Authority, notices by email shall be deemed to have been given when transmitted to the email address appearing on the records of

the Board and notices by facsimile shall be deemed to have been given when transmitted to the business or residence facsimile number appearing on the records of the Board.

#### **Section 5.5 Waiver of Notice.**

Notice of any meeting of the Board need not be given to a member if waived in writing by him or her either before or after such meeting. No notice need be given of any member who is in attendance of a meeting. Notice of an adjourned meeting need not be given to anyone present at the time of adjournment.

#### **Section 5.6 Quorum.**

At all meetings of the Board, a majority of the members gathered together in the presence of each other or through the use of videoconferencing pursuant to New York State law, shall constitute a quorum for the purpose of transacting any business or the exercise of any power or function of the Board. No action shall be taken by the Board except pursuant to a favorable vote of at least six (6) members of the Board. Only members gathered together in the presence of each other or through the use of videoconferencing can vote. When there is an absence of a quorum, the members of the Board gathered together in the presence of each other or through the use of videoconferencing may meet and adjourn to some other time or until a quorum is obtained.

#### **Section 5.7 Attendance by Telephone.**

Members of the Board may attend meetings of the Board via telephone, cellphone or telephone conferencing equipment. However, members attending a meeting via such means shall not be counted toward quorum and shall not vote.

#### **Section 5.8 Order of Business.**

At regular meetings of the Board, the following shall be the Order of Business:

1. Roll Call
2. Reading and approval of the Minutes of the previous meeting
3. Reports of Officers
4. Report of the Executive Director
- ~~4-5.~~ [Report of the Chief Fiscal Officer/Treasurer](#)
- ~~5-6.~~ Department of Aviation Reports
- ~~6-7.~~ Committee Reports and Resolutions
- ~~7-8.~~ Unfinished Business
- ~~8-9.~~ New Business
- ~~9-10.~~ Program/Presentation
- ~~10-11.~~ Adjournment

The foregoing Order of Business may be changed or modified at any regular meeting, by a resolution of the members made immediately following the roll call, or prior to such meeting by

service upon each member of a written agenda with the notice of meeting provided in Section 5.4 of this Article.

**Section 5.9 Manner of Voting.**

The voting on all questions coming before the Board shall be by roll call, and the yeas, nays and abstentions shall be entered on the Minutes of such meeting, except in the case of appointments or elections when the vote shall be by ballot.

**Section 5.10 Rules of Procedure.**

All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, current edition, as modified by custom and practice of the Board.

**ARTICLE VI GENERAL**

**Section 6.1 Resolutions.**

The Board shall act by Resolution. The Board may from time-to-time consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. To the extent practicable, resolutions shall be in writing, distributed or read to the members of the Board present at the meeting where such resolution is considered. All passed resolutions shall be copied in, or attached to, a journal of the proceedings of the Board.

**Section 6.2 Fiscal Year.**

The Board may, from time-to-time, establish and reestablish the Authority's fiscal year.

**Section 6.3 Committees.**

The Board may form, from time-to-time, such standing or special committees from its members as it deems desirable to advise the Board on any matter incident to the function of the Board. The Board shall adopt a charter for each of its standing committees, with the charter directing the duties, responsibilities and operations of each standing committee. Subject to the requirements of New York Public Authorities Law, as amended, the Board shall appoint its members to standing or special committees of the Board. The Chair of the Board shall designate the Chair of said standing or special committees. With the consent of the Mayor of the City of Syracuse, the standing or special committees of the Board may utilize the services of employees of the City of Syracuse Department of Aviation as well as the services of the Corporation Counsel of the City of Syracuse and/or one or more of the Assistant Corporation Counsels of the City of Syracuse as the standing or special committees of the Board deem necessary to exercise their powers, duties and functions.

The Board has formed the following Standing Committees with the qualifications of its members and each Standing Committee's purpose as set forth below.

### **Section 6.3.1 Audit Committee.**

The Board shall appoint and constitute an Audit Committee comprised of not less than (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee, which include being familiar with corporate financial and accounting practices. The purpose of the Audit Committee shall be to (1) assure that the Board fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management of the Authority, the independent auditors, the internal auditors, and the Board; and (3) any other tasks assigned to it by the Audit Committee Charter or Section 2824(4) of New York Public Authorities Law, as amended.

### **Section 6.3.2 Governance Committee.**

The Board shall appoint and constitute a Governance Committee comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the governance committee. The purpose of the Governance Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in corporate governance; (2) reviewing corporate governance trends for their applicability to the Board and/or Authority; (3) updating the Board and/or the Authority's corporate governance principles and governance practices; (4) advising those responsible for appointing members to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and (5) any other tasks assigned to it by the Governance Committee Charter or Section 2824(7) of New York Public Authorities Law, as amended.

### **Section 6.3.3 Finance Committee.**

The Board shall appoint and constitute a Finance Committee to be comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. The purpose of the Finance Committee is (1) to oversee the Authority's debt and debt practices, (2) to recommend policies concerning the Authority's issuance and management of debt and (3) to handle any other tasks assigned to it by the Finance Committee Charter or Section 2824(8) of New York Public Authorities Law, as amended.

### **Section 6.3.4 Human Resources Committee.**

The Board shall appoint and constitute a Human Resources Committee comprised of not less than three (3) members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Human Resources Committee.

The purpose of the Human Resources Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in human resources and labor management; (2) reviewing human resources and labor management trends for their applicability to the Authority; (3) updating the Authority's human resources and labor management principles and practices; (4) overseeing all employment and personnel-related matters for the Authority; and (5) any other tasks assigned to it by the Human Resources Committee Charter.

The Board may amend its list of Standing Committees, revise their responsibilities or form such other Standing Committees from its membership as it deems desirable. The Standing Committees advise the Board on any matter incident to the function of the Authority, prepare applicable topics and develop proposed resolutions within their general responsibilities for Board consideration. The Board may also form Special (Ad Hoc) Committees, as the need arises, to carry out a specified task, at the completion of which, such Special Committee shall issue a final report and cease to exist. Non-members may be appointed to such Special Committees but only by Board consent. The Chair of such Special Committee shall be a Board member but the Special Committee may include non-members.

#### **Section 6.4 Open Meetings Law.**

Meetings of the Board are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.

#### **Section 6.5 Designated Official Newspaper.**

The Board may designate a newspaper of general circulation in the Onondaga County area as its official newspaper, for the publication of legal notices, requests for proposals or bids, or other official Board or Authority advertisements or publications.

### **ARTICLE VII MISCELLANEOUS**

#### **Section 7.1 Indemnification.**

The Authority shall, to the fullest extent permitted by Section 18 of New York Public Officers Law, as amended, and, subject to the provisions thereof, indemnify any person made, or threatened to be made, a party to any action or proceeding, other than a criminal action, by reason of the fact that such person, his or her testator or intestate, was a member or an officer, agent or employee of the Authority or the Board or served at the request of the Authority or the Board, as a member or an officer, agent or employee of the Authority or the Board, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein).

#### **Section 7.2 Designated Depositories.**

The Board shall designate the depositories of the Authority's monies, credits and funds either within or without the state. The Board may require any bank or trust company so designated, in

which Authority funds are on deposit or are to be deposited, to deliver to the Authority a surety bond payable to the Authority, executed by a surety company authorized and licensed to transact business in the State of New York and assuring the Authority the payment of such deposits and the agreed interest thereon; or in lieu of a depository bond may require any bank or trust company to deposit with the Authority the bonds or certificates of the United States, the State of New York, any county, town, city, village or school district as surety for such bonds so deposited, but such bond or certificates shall be deposited in such place and held under such conditions as the Board may determine.

### **Section 7.3 Prohibition on Loans.**

In accordance with Section 2824 of New York Public Authorities Law, as amended, the Authority shall not, directly, or indirectly, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Authority.

## **ARTICLE VIII AMENDMENTS**

### **Section 8.1 Amendments to By-Laws.**

The By-Laws of the Authority shall be amended only in writing with the approval of at least eight (8) Board members. No amendment to the By-Laws shall be adopted at the same meeting at which the amendment is introduced to the Board and written notice of any amendment must be received by all members of the Board at least seven (7) days in advance of the meeting at which it will be introduced.

**Adopted by Resolution No. 1 of 2011, September 9, 2011**  
**Amended by Resolution No. 4 of 2012, January 13, 2012**  
**Amended by Resolution No. 25 of 2012, September 14, 2012**  
**Amended by Resolution No. 6 of 2013, May 10, 2013**  
**Amended by Resolution No. 31 of 2013, September 13, 2013**

# **Resolution 14**

## **Exhibit B**



**ORGANIZATIONAL BY-LAWS**  
**of**  
**SYRACUSE REGIONAL AIRPORT AUTHORITY**

**ARTICLE I THE AUTHORITY**

**Section 1.1    Name.**

The name of the Authority shall be the Syracuse Regional Airport Authority (the "Authority") and the Authority shall mean the corporation created by the Enabling Act as defined in Section 2.1 below.

**Section 1.2    Seal of Authority.**

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

**Section 1.3    Office of the Authority.**

The office of the Authority shall be located at the Syracuse Hancock International Airport, but the Authority may have other offices at such other places as the Authority may from time to time designate by resolution.

**ARTICLE II PURPOSES AND POWERS**

**Section 2.1    Purposes.**

The purposes of the Authority shall be those enumerated in Title 34 of Article 8 of New York Public Authorities Law, as amended, hereinafter referred to as the "Enabling Act". The Authority shall do all things necessary or convenient to carry out its purposes.

**Section 2.2    Powers.**

The general and special powers of the Authority shall be those enumerated in the Enabling Act. The Authority shall exercise the powers expressly given the Authority in the Enabling Act.

**ARTICLE III MEMBERS OF THE AUTHORITY**

**Section 3.1    Members.**

The Authority shall be governed by a board of eleven (11) members, all of whom are appointed as follows: seven (7) members appointed by the Mayor of the City of Syracuse; one (1) member appointed by the County Executive of Onondaga County; one (1) member appointed by the Town Board of the Town of DeWitt; one (1) member appointed by the Board of Education of the East Syracuse Minoa Central School District; and one (1) member appointed on a rotating basis by the Town Board of the Town of Cicero, the Town Board of the Town of Salina, the Town

Board of the Town of Clay and the Board of Education of the North Syracuse Central School District. Hereinafter, the members, acting collectively, are referred to for purposes of these By-Laws as the Board or Authority Board.

### **Section 3.2 Term of Office.**

The term of office for members of the Board shall be as fixed by Section 2799-ddd of New York Public Authorities Law, as amended.

### **Section 3.3 Powers and Duties.**

The Board shall have the powers and duties as set forth in the Enabling Act and the New York Public Authorities Law, as amended. These powers and duties include overseeing the management of the affairs of the Authority. The Board shall establish, monitor and update from time to time such policies as they deem necessary or desirable and appropriate to promote honest and ethical conduct by the Authority and to maintain and enhance the public's confidence in the Authority.

As part of its powers and duties, the Board shall:

1. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
2. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the employees of the Authority, as necessary;
3. Comply with and implement the City of Syracuse code of ethics that is applicable to the members of the Board and the Authority per the Enabling Act;
4. Establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member; investments; travel; the acquisition of real property and the disposition of real and personal property; and the procurement of goods and services;
5. Adopt a defense and indemnification policy and disclose such plan to any and all members and prospective members;
6. Perform each of their duties as members of the Board individually, and collectively, including but not limited to those imposed by this Section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public; and

7. Execute an acknowledgement, in the form prescribed by the Authorities Budget Office, in which each Board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph 6 of this Section and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

All such policies shall be consistent with the Enabling Act, other applicable laws and these By-Laws.

### **Section 3.4 Compensation.**

Each member of the Board shall serve without compensation, but each shall be entitled to reimbursement of actual and necessary expenses incurred in connection with carrying out the purposes of the Authority.

### **Section 3.5 Compliance with State Law.**

The majority of the Board shall consist of independent members as required by Section 2825(2) of New York Public Authorities Law, as amended. An independent member of the Board is a member who: (a) is not, and in the past two years has not been, employed by the Authority or an affiliate in an executive capacity; (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Authority or received any other form of financial assistance valued at more than fifteen thousand dollars from the Authority; (c) is not a relative of an executive officer or employee in an executive position of the Authority or an affiliate; and (d) is not, and in the past two years has not been, a lobbyist registered under a State or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Authority or an affiliate.

## **ARTICLE IV OFFICERS, PERSONNEL AND PROFESSIONAL SERVICES**

### **Section 4.1 Officers.**

The officers of the Board shall be a Chair, a Vice-Chair, and a Treasurer who shall be members of the Board, and a Secretary who need not be a Board member.

### **Section 4.2 Authorized Officer.**

The Chair, Vice-Chair, Treasurer or other officers of the Board or agents or employees of the Authority may be delegated authority to perform specific acts or duties by a duly adopted resolution of the Board.

### **Section 4.3 Chair.**

Pursuant to the Enabling Act, the Chair of the Board shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Board and meetings of any

executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Board Committees, and with respect to all actions of the Board, the Chair shall be polled last in the roll call of the Board.

#### **Section 4.4 Vice-Chair.**

By a majority vote cast by ballot, the Board shall elect a Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in the event of the resignation, end of appointment or death of the Chair, the Vice-Chair shall perform the duties of the Chair until such time as the Mayor of the City of Syracuse shall designate a new Chair.

#### **Section 4.5 Treasurer.**

By a majority vote cast by ballot, the Board shall elect a Treasurer. The Treasurer shall have the care and custody of all funds of the Authority and shall deposit same, in the name of the Authority, in such bank or banks as the Authority may select pursuant to Article 7 Section 7.2 of these By-Laws. Except as otherwise authorized by resolution of the Board, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and reimburse such monies under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such instruments of indebtedness, orders, and checks shall be countersigned by the Chair.

The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board at each regular meeting an account of the Treasurer's transactions and also of the financial condition of the Authority. The Treasurer shall direct the preparation of and submit annual audits and reports as provided by Article 8, Title 34, Section 2799-vvv and Article 9 of the New York Public Authorities Law, as amended. The Treasurer shall give such bond for the faithful performance of his/her duties as the Board may determine; provisions for such bond shall be paid for by the Board.

The Treasurer shall be the Chair of the Finance Committee.

#### **Section 4.6 Secretary.**

By resolution, the Board shall designate a Secretary. The Secretary shall keep the records of the Board, shall act as secretary of the meetings of the Board and maintain a record of all Board proceedings in a journal of proceedings kept for such a purpose, and shall perform all duties incident to his or her office, including preparation of all reports other than financial reports required by law or agreement to be regularly given. He or she shall have custody of the Seal of the Authority and shall have the power to affix such Seal to all contracts and other instruments authorized to be executed by the Board.

#### **Section 4.7 Executive Director and other Officers of the Authority.**

Pursuant to Section 2799-ggg (12), the Board hereby creates the positions of Executive Director, Chief Fiscal Officer/Treasurer and General Counsel of the Authority. The Executive Director shall be the Chief Executive Officer of the Authority and shall be an employee of the Authority. The Executive Director reports to the Board, and is responsible for the Authority's consistent achievement of its mission and financial, operations and administrative objectives. The duties of the Executive Director will include, but not be limited to:

1. Responsibility for all aspects of the Airport administration, finance, management, marketing, economic development, air service development and facilities improvements;
2. Making hiring and termination decisions for all employees of the Authority, including the General Counsel, Chief Fiscal Officer/Treasurer and other subordinate staff and exercise general supervision and direction for all employees. For senior management positions such as General Counsel and Chief Fiscal Officer/Treasurer, the Executive Director shall seek and obtain the advice and consent of the Board;
3. Representing the Authority to the public, the airlines, and other members of the community and government agencies;
4. Carrying out the policies and objectives of the Board;
5. Furnishing financial and other reports to the Authority, including the financial needs and conditions of the Airport;
6. Formulating and recommending policy for consideration by the Board and overseeing implementation of same;
7. Directing oversight and implementation of all Airport facilities development programs in accordance with the Airport Master Plan and capital budgets, including all capital budgets, all capital project design, financing, and awarding of contracts;
8. Engaging in the promotion of economic development initiatives for the Airport and community economic development which include the growth in the overall number of jobs at the Airport improving the Airport's revenue stream, the continuation of construction projects and airport development and attracting business and airlines to the Airport.

The Chief Fiscal Officer/Treasurer ("CFO/T") shall be an officer of the Authority and is responsible for directing and overseeing the financial operations of the Syracuse Regional Airport Authority. Acts as the custodian of the Authority's assets, funds and securities. The CFO/T's responsibilities include but are not limited to: finance and accounting, investments, internal audits, debt management, capital improvement funding, insurance, employee benefits, payroll, purchasing and procurement. The CFO/T shall sign all instruments of indebtedness, all orders, and all checks for the payment of money. The work of the CFO/T is completed at the

executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment.

The General Counsel shall be an officer of the Authority and is responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and on a day to day basis, to counsel the Executive Director on various legal matters as required. General Counsel of the Authority shall be the chief legal officer of the Authority responsible for the handling and supervision of all legal issues and matters encountered by the Authority and the Members of its Board. The work of the General Counsel is completed at the executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment.

#### **Section 4.8 Additional Duties.**

The officers of the Board and the Executive Director and other officers of the Authority shall perform such other duties and functions as may from time-to time be authorized by resolution of the Board or be required by the By-Laws of the Authority.

#### **Section 4.9 Personnel; Professional Services.**

With the consent of the Mayor of the City of Syracuse, the Authority may utilize the services of employees of the City of Syracuse Department of Aviation as well as the services of the Corporation Counsel of the City of Syracuse and/or one or more of the Assistant Corporation Counsels of the City of Syracuse as the Board or the Authority deems necessary to exercise its powers, duties and functions. The Authority also may from time-to-time employ such personnel and/or retain or employ counsel, auditors, engineers and private consultants as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 34 of the New York Public Authorities Law, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, counsel, auditors, engineers and private consultants shall be determined by the Authority subject to the Board's policies and the laws of the State of New York.

### **ARTICLE V MEETINGS**

#### **Section 5.1 Annual Meeting.**

The Annual Meeting of the Authority Board shall be held on a date to be determined in September of each year at a place determined by the Board.

#### **Section 5.2 Regular Meetings.**

Regular meetings of the Board may be held at such times and places as from time-to-time may be determined by the Board.

#### **Section 5.3 Special Meetings.**

When the Chair deems it desirable, he or she may call a special meeting of the Board. Upon the written request of two members of the Board, the Chair shall call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Board member personally or by facsimile or by email to the business or home address of each member of the Board at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all the members of the Board are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

#### **Section 5.4 Notice.**

Notice of the time and place of each regular meeting of the Board shall be given to each member by mail at least five (5) calendar days before such meeting or personally or by facsimile or email. Except as otherwise provided in Article VIII relating to the amendment of these By-Laws and in Article V, Section 5.3 relating to special meetings, such notice need not specify the matters to be considered at the meeting. Notices by mail shall be deemed to have been given when mailed to each member at his or her address appearing on records of the Authority, notices by email shall be deemed to have been given when transmitted to the email address appearing on the records of the Board and notices by facsimile shall be deemed to have been given when transmitted to the business or residence facsimile number appearing on the records of the Board.

#### **Section 5.5 Waiver of Notice.**

Notice of any meeting of the Board need not be given to a member if waived in writing by him or her either before or after such meeting. No notice need be given of any member who is in attendance of a meeting. Notice of an adjourned meeting need not be given to anyone present at the time of adjournment.

#### **Section 5.6 Quorum.**

At all meetings of the Board, a majority of the members gathered together in the presence of each other or through the use of videoconferencing pursuant to New York State law, shall constitute a quorum for the purpose of transacting any business or the exercise of any power or function of the Board. No action shall be taken by the Board except pursuant to a favorable vote of at least six (6) members of the Board. Only members gathered together in the presence of each other or through the use of videoconferencing can vote. When there is an absence of a quorum, the members of the Board gathered together in the presence of each other or through the use of videoconferencing may meet and adjourn to some other time or until a quorum is obtained.

#### **Section 5.7 Attendance by Telephone.**

Members of the Board may attend meetings of the Board via telephone, cellphone or telephone conferencing equipment. However, members attending a meeting via such means shall not be counted toward quorum and shall not vote.

### **Section 5.8 Order of Business.**

At regular meetings of the Board, the following shall be the Order of Business:

1. Roll Call
2. Reading and approval of the Minutes of the previous meeting
3. Reports of Officers
4. Report of the Executive Director
5. Report of the Chief Fiscal Officer/Treasurer
6. Department of Aviation Reports
7. Committee Reports and Resolutions
8. Unfinished Business
9. New Business
10. Program/Presentation
11. Adjournment

The foregoing Order of Business may be changed or modified at any regular meeting, by a resolution of the members made immediately following the roll call, or prior to such meeting by service upon each member of a written agenda with the notice of meeting provided in Section 5.4 of this Article.

### **Section 5.9 Manner of Voting.**

The voting on all questions coming before the Board shall be by roll call, and the yeas, nays and abstentions shall be entered on the Minutes of such meeting, except in the case of appointments or elections when the vote shall be by ballot.

### **Section 5.10 Rules of Procedure.**

All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, current edition, as modified by custom and practice of the Board.

## **ARTICLE VI GENERAL**

### **Section 6.1 Resolutions.**

The Board shall act by Resolution. The Board may from time-to-time consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. To the extent practicable, resolutions shall be in writing, distributed or read to the members of the Board present at the meeting where such resolution is considered. All passed resolutions shall be copied in, or attached to, a journal of the proceedings of the Board.

### **Section 6.2 Fiscal Year.**

The Board may, from time-to-time, establish and reestablish the Authority's fiscal year.



### **Section 6.3 Committees.**

The Board may form, from time-to-time, such standing or special committees from its members as it deems desirable to advise the Board on any matter incident to the function of the Board.

The Board shall adopt a charter for each of its standing committees, with the charter directing the duties, responsibilities and operations of each standing committee. Subject to the requirements of New York Public Authorities Law, as amended, the Board shall appoint its members to standing or special committees of the Board. The Chair of the Board shall designate the Chair of said standing or special committees. With the consent of the Mayor of the City of Syracuse, the standing or special committees of the Board may utilize the services of employees of the City of Syracuse Department of Aviation as well as the services of the Corporation Counsel of the City of Syracuse and/or one or more of the Assistant Corporation Counsels of the City of Syracuse as the standing or special committees of the Board deem necessary to exercise their powers, duties and functions.

The Board has formed the following Standing Committees with the qualifications of its members and each Standing Committee's purpose as set forth below.

#### **Section 6.3.1 Audit Committee.**

The Board shall appoint and constitute an Audit Committee comprised of not less than (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee, which include being familiar with corporate financial and accounting practices. The purpose of the Audit Committee shall be to (1) assure that the Board fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management of the Authority, the independent auditors, the internal auditors, and the Board; and (3) any other tasks assigned to it by the Audit Committee Charter or Section 2824(4) of New York Public Authorities Law, as amended.

#### **Section 6.3.2 Governance Committee.**

The Board shall appoint and constitute a Governance Committee comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the governance committee. The purpose of the Governance Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in corporate governance; (2) reviewing corporate governance trends for their applicability to the Board and/or Authority; (3) updating the Board and/or the Authority's corporate governance principles and governance practices; (4) advising those responsible for appointing members to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and (5) any other tasks assigned to it by

the Governance Committee Charter or Section 2824(7) of New York Public Authorities Law, as amended.

### **Section 6.3.3 Finance Committee.**

The Board shall appoint and constitute a Finance Committee to be comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. The purpose of the Finance Committee is (1) to oversee the Authority's debt and debt practices, (2) to recommend policies concerning the Authority's issuance and management of debt and (3) to handle any other tasks assigned to it by the Finance Committee Charter or Section 2824(8) of New York Public Authorities Law, as amended.

### **Section 6.3.4 Human Resources Committee.**

The Board shall appoint and constitute a Human Resources Committee comprised of not less than three (3) members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Human Resources Committee. The purpose of the Human Resources Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in human resources and labor management; (2) reviewing human resources and labor management trends for their applicability to the Authority; (3) updating the Authority's human resources and labor management principles and practices; (4) overseeing all employment and personnel-related matters for the Authority; and (5) any other tasks assigned to it by the Human Resources Committee Charter.

The Board may amend its list of Standing Committees, revise their responsibilities or form such other Standing Committees from its membership as it deems desirable. The Standing Committees advise the Board on any matter incident to the function of the Authority, prepare applicable topics and develop proposed resolutions within their general responsibilities for Board consideration. The Board may also form Special (Ad Hoc) Committees, as the need arises, to carry out a specified task, at the completion of which, such Special Committee shall issue a final report and cease to exist. Non-members may be appointed to such Special Committees but only by Board consent. The Chair of such Special Committee shall be a Board member but the Special Committee may include non-members.

### **Section 6.4 Open Meetings Law.**

Meetings of the Board are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.

### **Section 6.5 Designated Official Newspaper.**

The Board may designate a newspaper of general circulation in the Onondaga County area as its official newspaper, for the publication of legal notices, requests for proposals or bids, or other official Board or Authority advertisements or publications.

## **ARTICLE VII MISCELLANEOUS**

### **Section 7.1 Indemnification.**

The Authority shall, to the fullest extent permitted by Section 18 of New York Public Officers Law, as amended, and, subject to the provisions thereof, indemnify any person made, or threatened to be made, a party to any action or proceeding, other than a criminal action, by reason of the fact that such person, his or her testator or intestate, was a member or an officer, agent or employee of the Authority or the Board or served at the request of the Authority or the Board, as a member or an officer, agent or employee of the Authority or the Board, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein).

### **Section 7.2 Designated Depositories.**

The Board shall designate the depositories of the Authority's monies, credits and funds either within or without the state. The Board may require any bank or trust company so designated, in which Authority funds are on deposit or are to be deposited, to deliver to the Authority a surety bond payable to the Authority, executed by a surety company authorized and licensed to transact business in the State of New York and assuring the Authority the payment of such deposits and the agreed interest thereon; or in lieu of a depository bond may require any bank or trust company to deposit with the Authority the bonds or certificates of the United States, the State of New York, any county, town, city, village or school district as surety for such bonds so deposited, but such bond or certificates shall be deposited in such place and held under such conditions as the Board may determine.

### **Section 7.3 Prohibition on Loans.**

In accordance with Section 2824 of New York Public Authorities Law, as amended, the Authority shall not, directly, or indirectly, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Authority.

## **ARTICLE VIII AMENDMENTS**

### **Section 8.1 Amendments to By-Laws.**

The By-Laws of the Authority shall be amended only in writing with the approval of at least eight (8) Board members. No amendment to the By-Laws shall be adopted at the same meeting at which the amendment is introduced to the Board and written notice of any amendment must be received by all members of the Board at least seven (7) days in advance of the meeting at which it will be introduced.

**Adopted by Resolution No. 1 of 2011, September 9, 2011**  
**Amended by Resolution No. 4 of 2012, January 13, 2012**  
**Amended by Resolution No. 25 of 2012, September 14, 2012**  
**Amended by Resolution No. 6 of 2013, May 10, 2013**  
**Amended by Resolution No. 31 of 2013, September 13, 2013**  
**Amended by Resolution No. 14 of 2014, April 11, 2014**

**Resolution No.**

**2014**

**RESOLUTION AUTHORIZING FURTHER AMENDMENTS  
TO THE BY-LAWS OF THE SYRACUSE REGIONAL  
AIRPORT AUTHORITY.**

WHEREAS, the Syracuse Regional Airport Authority (the “Authority”) is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the “Enabling Act”) and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, Section 2799-ggg(4) of the Enabling Act authorizes the Authority to make and alter by-laws for its organization and management; and

WHEREAS, the Authority has previously duly adopted by resolution by-laws for such purposes ("By-Laws") which have from time to time been amended as necessary in order for the Authority to fulfill its obligations and duties under the Enabling Act; and

WHEREAS, in connection with its duties, the Governance Committee regularly reviews the By-Laws to ensure that they are updated, consistent and clear in order to foster the most efficient organization and management of the Authority consistent with the requirements of the Enabling Act; and

WHEREAS, the Governance Committee has recommended to the Authority board that the By Laws be further amended to clarify certain defined terms contained therein.

NOW, THEREFORE, BE IT RESOLVED, that the board of the Syracuse Regional Airport Authority hereby amends the By-Laws to incorporate the changes as set forth on the draft By-Laws annexed hereto and made a part of this resolution at "Exhibit A", and as fully incorporated in the final By-Laws annexed hereto and made a part hereof at "Exhibit B".

**Resolution Adopted Date:**\_\_\_\_\_.

**Vote:** Ayes \_\_\_\_      Nays: \_\_\_\_      Abstentions: \_\_\_\_.

**Signed:** \_\_\_\_\_.  
Secretary