

SYRACUSE REGIONAL AIRPORT AUTHORITY

SYRACUSE HANCOCK INTERNATIONAL AIRPORT
1000 COL. EILEEN COLLINS BLVD.
SYRACUSE, NEW YORK 13212
P: 315.454.3263
F: 315.454.8757

**Syracuse Regional Airport Authority
Regular Meeting Agenda
Friday, February 26, 2021
12:00 p.m. – 1:30 p.m.
Syracuse Hancock International Airport
Teams Conference Call
Join by phone 1-347-966-4080
Conference ID: 586 167 933 then hit pound #**

1. Roll Call (2 Minutes)
2. Consent Agenda (5 Minutes)
 - **Approval of Minutes from the January 22, 2021 Regular board meeting**
3. Directors Report (40 Minutes)
 - **COVID Impact Update**
4. New Business/Discussion (20 minutes)
 - **Procurement Policy amendments**
 - **Bylaws revision review**
5. Executive Session (20 minutes)
6. Committee Reports and other updates (5 Minutes)
 - **Audit Committee**
 - HR Committee
 - Finance Committee
 - Governance Committee
7. Adjournment

* **Bolded items = materials available**

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.

SYRACUSE REGIONAL AIRPORT AUTHORITY

SYRACUSE HANCOCK INTERNATIONAL AIRPORT
1000 COL. EILEEN COLLINS BLVD.
SYRACUSE, NEW YORK 13212
P: 315.454.3263
F: 315.454.8757

Minutes of the Regular Meeting of the Syracuse Regional Airport Authority

Friday, January 22, 2021

Pursuant to notice duly given and posted, the regular board meeting of the Syracuse Regional Airport Authority was called to order on Friday, January 22, 2021 at 12:00 p.m. via Teams Video/Audio Conferencing by Chair, Ms. JoAnne Gagliano.

Note: The Authorities Budget Office (ABO) has waived the in-person meeting requirement during this public health emergency. During this public health emergency, in the event board members are unable to meet in person, the Governor’s Executive Order 202.1 permits the board to consider the use of telephone conferencing, “to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.”

Members Present/Video Conference:

Ms. JoAnne Gagliano – Chair
Mr. William Fisher – Vice Chair (joined at 12:09)
Dr. Shiu-Kai Chin
Ms. Latoya Allen
Dr. Donna DeSiato (joined at 12:21)
Mr. Michael Frame
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. Robert Simpson

Members Absent:

Mr. William Meyer
Mr. Michael Quill

Also Present/Telephone Conference:

Mr. H. Jason Terreri
Mr. John T. Carni
Ms. Robin Watkins
Mr. John Clark
Mr. Brian Dorman
Ms. Elana Essig
Mr. Matt Szejbka
Ms. Cheryl Herzog

Ms. Debi Marshall
Ms. Joanne Clancy
Ms. Linda Ryan
Mr. Al Overend

Roll Call

As noted above, all board members were present except for Mr. William Meyer and Mr. Michael Quill.

Ms. Gagliano started by welcoming everyone to the regular scheduled meeting of the SRAA Board at 12:01 p.m.

Ms. Gagliano thanked Director Terreri and his team for a job well done with the State of the Airport. It was presented well, was very informative, the community is embracing what is being done at the Airport, and there was great representation from our local community for the meeting. Director Terreri stated his intention to continue to do this meeting annually.

Consent Agenda

Chair Gagliano asked for a motion to approve the consent Agenda.

Having no further discussion regarding the consent agenda, a motion was made by Mr. Simpson and seconded by Mr. Lazar.

The resolution was adopted: 7 ayes, 0 nays, 0 abstain

Director's Report

Director Terreri reviewed the Director's Report with the board regarding the COVID-19 impact. The biggest challenge continues to be the New York State quarantine requirements, which is constraining our demand. The outbound demand is fine, but the challenge is anyone arriving in New York. There have discussions with the Governor through the Control Room to help SYR with testing protocols. The Authority has proposed a 72-hour testing protocol similar to what Connecticut and Hawaii offer. There has been some progress working through the Regional Control Room. Engagement with our delegation in Washington is on-going as this is not just a Syracuse issue, but a New York state issue. New York is trailing the rest of the country by roughly 20%.

Director Terreri updated the board regarding the concerns with Delaware North and their contract. Director Terreri reported that a new amendment was executed successfully and will be discussed in more detail. Director Terreri reviewed the year-end recovery forecast. He showed the total flights scheduled which showed the airlines are bringing more flights back in service in the month of February. The recovery trend was reviewed and showed SYR Airport in February ahead of all the other small airports in the state. Director Terreri reviewed the year's performance, which yielded

the expected results. The recovery rate for SYR Airport is higher than Rochester or Buffalo and SYR is on par with the Albany Airport.

Project status discussions for the airport:

- Finalizing the ACIP pre-application package, is due January 31st, with Brian Dorman, Director of Planning and Development is leading this effort.
- The PFC application required some changes back to the year 2012. The draft PFC application will be submitted soon and will fund the 8 replacement Jet Bridges, the new Customs Facility at Gate 15, and the Airport Master Plan update.
- The project for runway 10/28, contracts are being reviewed and will be executed. Construction should start in the spring 2021. Brian Dorman and his team are leading this project.
- A bid has been put out for Taxiway “A” design and qualification. The bids have been received and are currently being reviewed. There is a request into the FAA for multiple parcel land release requests for non-aeronautical development. This will allow the Authority to develop this land which incorporates the warehousing on Corporate Circle; the old barracks parcel space by C&S Offices; and some small parcels on Taft Rd. This is currently being reviewed. Once the Authority receives a determination on land release requests, we can move forward to generate non-aeronautical revenue.

Director Terreri reviewed the Financial Reports which showed the actuals below what was budgeted. This continues to be passenger driven. Travel restrictions continue to cause an impact. The land and weights portion of the budget are closer to budgeted figures. This is being supported by growth with Cargo operations. The numbers are not expected to increase until the airlines add capacity back. On the cargo side, all of the spaces are leased and at this point, we need to talk about expanding our ramp and our facilities. Director Terreri reviewed revenue and expenses of the budget. Revenue was in-line as projected, but on the expense side there were a few items that were not expected. An invoice was received from the City of Syracuse for firefighters at the airport going back to March of 2020. There was also the cost of the new Enterprise Resource Planning (ERP) system that is being implemented. An additional expense was incurred for a wetland assessment as part of the land release.

Director Terreri provided an update to the SRAA Board regarding the CARES Act funds. The first CARES Act funds balance is approximately \$4M remaining. These funds are being used for our operational expenses. The second round of CARES Act funding was approved, and the airport should receive about \$4.8 million to support the operations. This round of CARES Act funds includes funding for concessions, not just for food and vending but also for parking and any other type of terminal services. The estimate for the Concession MAG Relief will be around \$270K.

An agreement has been made with Delaware North, the third amendment to the agreement has been executed. The highlights of this agreement are the MAG relief for April 2020 thru March 2021. In exchange for the MAG relief, Delaware North has waived the exclusivity rights to the food, beverage, and retail program at the SYR Airport. Delaware North will retain first right of refusal, which means if the airport wants to add a new concept, Delaware North would have 30 days to respond, if they refuse the SYR airport can go ahead with the new concept. The airport also has

increase percentage revenue shares for all categories which will take effect once we hit \$8.5M in total revenue. As part of the amendment, Dunkin Donuts will be relocated, and the Authority will contribute up to \$100K for the construction costs. Also, the Authority retains the right to develop kiosks for local vendors/small businesses at the airport to sell their goods. The new upcoming changes include the opening of the SYReinity Bar, the relocation of Dunkin Donuts and the refurbishment for Middle Ages.

Director Terreri updated the board regarding COVID-19 testing. An agreement was made with the City for essential frontline workers in the Operations, Maintenance and Custodial departments, to have voluntary COVID-19 testing done at the Department of Public Works on Tuesdays and Thursdays. There have been a few cases in those departments, so this keeps the airport ahead of the virus. The airport testing sight logistics plan with the supplier and lab is being finalized. The County has put the airport in touch with a lab that provides the supplies as well as lab services. The lab services will be able to offer 24 hr. PCR and antigen tests. The testing protocol has been submitted and was approved by the County Health Department and is currently being reviewed by the State. The Authority is hoping that when the new testing protocols roll out to reduce the travel restrictions, that it will be the PCR test, which is what the airport will have available.

Some accomplishments for the airport include a mask donation of approximately 200,000 cloth masks to over 50 organizations. There is a new 174th Attack Wing/Airport Joint-Use Agreement being finalized. Once it is executed by the Air National Guard, the airport will receive a little over a \$1M in payment for past years, and then moving forward, will receive \$300K per year for the use of the airfield. These funds will offset maintenance and operational costs.

Current projects at the airport include the SRAA Boardroom improvement which was led by Matt Szejbka and the marketing team. Historical photos about the airport which tell a story about the authority and the airport have been placed throughout the conference room. The Authority has created a new Community Art Program. The painted canvases are placed on walls throughout the airport and have generated great feedback from the community. On social media we will be highlighting all the organizations involved.

Before moving on, Chair Gagliano mentioned that the graphics used in the State of the Airport presentation were very clear and concise. Job well done.

Executive Session

Chair Gagliano invited a motion to go into executive session to discuss matters pertaining to potential litigation and the potential lease of real property by the Authority.

Mr. Lazar made the motion and Mr. Simpson seconded the motion. Executive session began at 12:27 p.m. Executive session ended at 1:00 p.m. No action was taken.

New Business/Discussion

Resolution Approving Creation of Position of Purchasing Contract Clerk for the Syracuse Regional Airport Authority

The Resolution was presented by Director Terreri he explained this position is comparable to one that is currently covered under the city services contract. Creating this position will allow the move of the person in position to move into a comparable position on the Authority roster. This will be the last employee who needs to move over to the Authority other than a few employees soon to retire from the City of Syracuse. Having no further discussion, a motion was made by Dr. Chin and seconded by Mr. Simpson.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

Resolution Approving Revisions to 2021 Capital budget re: Federal Inspection Services Gate Expenditures for the Syracuse Regional Airport Authority

CFO Watkins explained that the ACIP had to be revamped. The FAA requires that the dollar amount for the program matches the time period that is to be expended. There is a forecasting process that identifies when the monies will come in and will be available to spend out of the PFC fund. The Authority had to make amendments to the forecast of revenue due to the change in passenger traffic this year in order to realign when expenditures will occur for the purposes of the ACIP plan. Some of the dollars for the FIS have been adjusted for that time frame. Having no further discussion, a motion was made by Ms. Allen and seconded by Dr, DeSiato.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

Resolution approving construction of new Transportation Security Administration (TSA) Offices

Director Terreri discussed that TSA is looking to expand their offices at the airport. TSA would like to have a reimbursable agreement in place where the Authority builds the office space and TSA will issue reimbursements. The space will be located on the adjacent side of the TSA checkpoint in a vacant space that has both air and landside capabilities. General Counsel Clark explained that the airport is working through the terms of the agreement that involves a construction agreement, lease agreement and several other agreements. This is out of the ordinary for the Authority with cost estimates in excess of a half a million dollars. This topic needs to be brought to the board because of the procurement policy to allow the authority to carry through with this project for TSA. Having no further discussion, a motion was made by Dr. DeSiato and seconded by Mr. Simpson.

The resolution was adopted: 7 ayes, 0 nays, 0 abstain

2Q Financial Review

Jason stated that the Authority will be holding the second quarter review with the airlines in February to lay the groundwork as we head towards next year.

RFP Discussion – Bonds – Municipal Financial Advisor

Ms. Watkins indicated that the Finance Department has reached out to other airports and gathered examples of their RFPs for financial advisors. There are 5 organizations that SYR can reach out to look at specifics in terms of experience within airports, bond refunding and rates and charges models. The Authority is going to be setting new rates and charges with the airlines within the next year, with the current agreement ending in 2025. They will need to meet the MWBE criteria. The RFP should be out within the next month, and once results are in, the bond refinancing can begin. The goal for having the refinancing complete will be around August 2021.

Ms. Gagliano requested a draft of the RFP to be sent soon so that nothing is delayed.

RFP Discussion – Audit Firm

CFO Watkins stated the RFP for the audit firm is in the preparation stages with the goal of identifying some regional firms which have national ties with GASB and GAAP knowledge. The RFP should go out within the next month, with the understanding that this is a busy season for audit firms. SYR would like to wrap up in the end of April - early May so we can have them start pre-audit work and fiscal-year end closing in July-August and meet the 90-day deadline requirement with the FAA. Once the RFP is drafted it will be sent out to the Audit Committee for review.

Committee Reports and Other Updates

Minutes from most recent SRAA committee meetings were attached to the packet.

- Audit Committee – Chair for the Audit Committee, Dr. DeSiato, thanked both Director Terreri and CFO Watkins and stated that we are in a very key time right now. Discussed was the fact that our audits have not met the standard that we were required to meet, especially with our requirements in relationship to the FAA with regards to auditing standards. The timeliness of this RFP will be for the airport to really look at an auditing firm that will meet that RFP standards. It is important to know the auditing procedures are in place.
- HR Committee – Chair Lazar noted in March that the committee will be starting Director Terreri's second annual performance review. HR Manager Marshall reported that the next meeting in April succession planning will be on the agenda as well as in the next quarter, reviewing different health care carriers, after meeting with brokers as well as the Unions for their input.
- Finance Committee – no further report
- Governance Committee – Director Terreri reported at the next meeting we will be working on changes to the enabling legislation.

HR Manager Marshall mentioned that the Authority recently hired two new employees - Clarissa Simpson, Accounts Payable Specialist, and Thom Garrison, IT Manager. Both have been doing a wonderful job.

Adjournment

A motion was made by Mr. Lazar and seconded by Dr. Chin to adjourn the meeting. The meeting was adjourned at 1:24 p.m.



SYRACUSE REGIONAL AIRPORT AUTHORITY PROCUREMENT
AND CONTRACTING POLICY

I) GUIDELINES FOR THE PROCUREMENT OF GOODS AND SERVICES AND CONTRACTING FOR LAND OR CONCESSION LEASES FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY

Among the powers granted to the Syracuse Regional Airport Authority ("Authority") under Article 8, Title 34 of the New York Public Authorities Law ("Enabling Act") is the power to "enter into contracts ... and to execute all instruments necessary and convenient to accomplishing its corporate purpose." It shall be the practice of this Authority to adopt such policies and procedures as are designed to promote the prudent and economic use of public monies and facilitate the acquisition of goods and services having the best value under any given set of circumstances.²

Therefore, the Syracuse Regional Airport Authority hereby formally adopts the following written procurement and contracting policy (Policy) applicable to all purchases of goods, equipment, services, concessions, and leases for land. This Policy is meant to actively promote competitive procurement of all goods, equipment, and services, with the limited exceptions as set forth herein. It is also designed to be applied in tandem with the Commercial Leasing policy in the area of revenue contracts. It is intended to work collaboratively with all internal control policies and procedures and should not be applied outside of those guidelines. The Executive Director, Chief Fiscal Officer, and staff are required to comply with this Policy and to retain the necessary documentation as required herein to substantiate such compliance.

II) DEFINITIONS

A) "**Best Value**" means the basis for awarding contracts for services to the offeror which optimizes quality, cost and efficiency, among responsive and responsible offerors.³ Non-price factors may be addressed to determine Best Value. Non-price factors include, but are not limited to, reliability of a product; efficiency of operation; difficulty/ease of maintenance; useful lifespan; ability to meet needs regarding timeliness of performance and experience of a service provider with similar contracts.⁴

B) "**Construction Contracts**" mean contracts to perform the erection, construction, reconstruction, or alteration of buildings or other structures.

C) "**Quotations**" or "**Quotes**" means any written or verbal offer containing information regarding price, quantity, and a description of a good, equipment, or service. All Quotes communicated to the Authority shall be documented. Bid or quote solicitation must include shipping, handling and other ancillary charges, if applicable.

D) "**Responsible**" or "**Responsibility**" means the financial ability, legal capacity, integrity, and past performance of a business entity and as such terms have been interpreted relative to public procurement.⁵

- E) **"Responsive"** means a bidder or other offeror meeting the minimum specifications or requirements as prescribed in a solicitation for commodities or services.⁶
- F) **"Supervisor"** means an Authority employee who is responsible for the management of and budget of a department and holds the power to act on behalf of the Authority in the execution of that role.
- G) **"Buyer"** means the designated Authority employee who is responsible for the generation and placing of purchase orders for the acquisition of goods, equipment and services of the organization.

III PURCHASES OF GOODS, EQUIPMENT, OR SERVICES

All purchases outlined in paragraphs A – F below shall follow the authorization levels outlined in Appendix A.

- A) For the purchase of goods, equipment, or services involving an expenditure of \$500.00 or less, competitive quotes are not required.
- B) For purchase of goods, equipment, or services involving an expenditure of more than \$500.00, but less than \$5,000.01 the Supervisor or his/her designee shall seek pricing/quotes from different vendors, i.e. provider or providers of the goods, services or equipment, that best meet the standards of efficiency, timeliness, practicality, and convenience. Given these objectives, the documented price/quote from a single vendor will be sufficient. The documentation shall be included with the submission of the approved purchase requisition to the Buyer, who will complete the procurement process.
- C) For purchase of goods, equipment, or services involving an expenditure of more than \$5,000.00, but less than \$100,000.01, the Supervisor or his/her designee shall seek written quotes from not less than two vendors, shall document and retain those quotes for a period of at least one year, and shall select the vendor offering the Best Value from those who respond to the request for quotations. The documentation shall be included with the submission of the approved purchase requisition to the Buyer, who will complete the procurement process.
- D) Except as otherwise expressly provided herein, all purchases of goods, equipment, or services by the Syracuse Regional Airport Authority involving an expenditure of more than \$100,000.00⁷ shall be made pursuant to a formal, open competitive bidding process as set forth herein and shall be awarded on the basis of Best Value as defined in section II (A). The Authority reserves the right to reject all bids and re-advertise for new bids in the manner provided by this Procurement Policy. Such expenditures must be approved first by the CFO and then by the Executive Director.
- E) Where the Authority is a partial contributor to the acquisition of a good, equipment, or service, the Authority shall work in consultation with the other funding parties. Procurement methods satisfactory to all the involved parties shall be agreed to and implemented prior to the acquisition of a good, equipment, or service. Acquisitions should follow the procurement policies outlined in paragraphs A through E above to the extent possible.
- F) Where the Authority utilizes an agent/broker to secure specialized media resources on 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.

IV) GENERAL AIRPORT CONSULTANTS & RELATED FAA GRANT FUNDED PROJECTS.

A) Periodically the Authority will issue Requests for Qualifications (RFQs) for firms wishing to be designated General Airport Consultants (GACs). A General Airport Consultant provides architectural, engineering, and planning services for FAA grant-eligible projects and for non- eligible projects. The Authority will select one or more firms as GACs for an upcoming period and present that recommendation to the Board for approval by resolution.

B) For projects with an estimated total project cost of \$50,000 or less, the Authority may issue a Work Order to any of the approved GACs which has been determined to be best qualified for the particular project. or 2) to conduct a " mini-RFQ " or solicit quotes from amongst the approved GACs to determine the best qualified GAC for the particular project.

C) For projects with an estimated total project cost of greater than \$50,000 but less than \$1,000,000 or less, the Authority shall conduct a " mini-RFQ " or solicit quotes from amongst the approved GACs to determine the best qualified GAC for the particular project.

D) For projects with an estimated total project cost of \$1,000,001 to \$10,000,000, a " mini-RFQ " shall be conducted amongst the approved GACs to determine the best qualified GAC for the particular project. The Executive Director may include additional GACs within the Airport industry to ensure the Best Value is obtained for the Authority. Upon the concurrence of the Finance Committee, the Authority shall issue such Work Order to the GAC deemed the Best Value.

E) For projects with an estimated total project cost of \$10,000,001 or greater, the Authority will conduct a "mini-RFQ" amongst the approved GACs to determine the best qualified GAC for the particular project. The Executive Director may include additional GACs within the Airport industry to ensure the Best Value is obtained for the Authority. The Finance Committee, along with the Executive Director, CFO, and the Director of Planning and Engineering shall serve as the "mini-RFQ " Review Committee. Based on the "mini-RFQ" process, the Review Committee shall recommend to the Board that a Work Order be issued to any of the approved GACs which have been determined to be best qualified for the particular project. Upon a resolution of the Board approving the recommendation, the Authority shall issue such Work Order.

F) The Executive Director or CFO will provide to the Finance Committee, no less than twice annually, a report showing all Work Orders issued to General Airport Consultants under the current GAC agreements.

IV) CONSTRUCTION CONTRACTS NOT RELATED TO FAA GRANTS

A) For construction contracts having a value of \$25,000.00 or less, the Authority ' s Executive Director or his/her designee shall seek pricing/quotes from different vendors that best meet the Authority's standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a documented price quote from a single vendor is sufficient.

B) For construction contracts having a value of more than \$25,000.00, but less than \$100,000.01, the Authority shall seek written bids from two or more vendors, shall document and retain those quotes for a period of at least one year, and shall select the vendor offering the Best Value.

C) Construction contracts having a value of more than \$100,000.00, but less than \$500,000.01 shall be made pursuant to a formal, open competitive bidding process as set forth herein.

D) Construction contracts having a value of more than \$500,000.00 shall be made pursuant to a formal, open competitive bidding process as set forth herein. Any contract in excess of \$500,000.00 shall be let in conformity

with section one hundred thirty-five of the state finance law. Such contracts must be approved first by the Executive Director and then by the Authority's Board.

E) Award of Construction Contracts. The Authority shall not award any construction contract except to the lowest bidder who, provided in its opinion, is qualified to perform the work required and who is responsible and reliable. The Authority may reject any bid if, in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the bidder justifies such rejection in view of the work to be performed.

V) EXCEPTIONS TO COMPETITIVE BIDDING AND RFP PRACTICES

A) Emergencies

Notwithstanding any of the other provisions in this Policy, if any public emergency, accident, or other unforeseen occurrence, affecting the life, health, safety or property of the Authority and /or its officers, members, staff, or the general public require immediate action and cannot await a formal, open competitive bidding process or any other kind of competitive process, the Executive Director or his/her designee may temporarily waive any or all requirements set forth herein.

B) Sole Source/Best Interest

1) There are times when the purchase of certain goods, equipment, or services, the purchase of certain professional services, or the award of certain revenue contracts, is unique and that the vendor is the only vendor from whom the good/service can be obtained, is required to: comply with federal regulations; to interface with existing systems; by virtue of the unique operating environment of the Airport; or due to the impracticability of obtaining competitive quotes.

2) Revenue contracts that are contingent upon the provision of services such as development or construction by a specific vendor and provision of the contingent services by another party would impair or void the revenue contract, the contract and required contingent services may be considered for Sole Source/Best Interest exception.

When goods, services, or equipment, professional services, or revenue contracts which would otherwise under this policy require multiple quotes or a formal bid or RFP process, are procured under this "sole source" exception, the manager shall fully document rationale for such exception. The documentation shall be authorized by the Executive Director and CFO and retained pursuant to the Authority's Record Retention Policy.

C) Surplus and Second-Hand Supplies.

Surplus and second-hand supplies, material, or equipment may be purchased by the Authority without competitive bidding from the Federal Government, the State of New York or from any other political subdivision, district or public benefit corporation.

D) Purchases Through Other Government Contracts

1) Notwithstanding the provisions of this Policy, the Authority is authorized to make purchases of goods, equipment, or services, when available, utilizing the County of Onondaga's, State of New York or any other political subdivision, district, or public benefit corporation of New York 's, or United States of

America ' s existing, current competitive procurement lists directly. Any goods or services on such lists may be considered Best Value.

E) Discretionary Purchasing Authority

The use of discretionary purchasing authority is granted by New York State Finance Law , New York State Public Authorities Law and applicable local procurement rules for use by Article 15- A and 17-B "State agencies". This authority is authorized for all State agencies, boards, commissions, offices and institutions with procurement rules that are governed by State Finance Law and Public Authorities Law and may be instructive to Article 15-A and 17-B "State agencies".

Purchases up to the Discretionary Buying Threshold are not subject to the formal competitive bidding requirements set forth in State Finance Law §163, but are subject to the advertising requirements set forth in Economic Development Law Article 4-C and State Finance Law §163(6-c). Agencies must also comply with their internal policies and procedures governing discretionary purchases, which should include an assessment as to whether a formal competitive procurement process, or one that is less formal but still competitive, may best meet the Agency's needs. Agencies may also determine based upon experience, knowledge and a current analysis, that it is appropriate to limit the discretionary purchase opportunity to State certified M/WBEs, SDVOBs or to New York State Small Businesses.

For purchases up to the Discretionary Buying Threshold, each Agency must:

- i) Ensure that the commodities, services or technology acquired meet its form, function and utility needs;
- ii) Document and justify the selection of the vendor;
- iii) Document and justify the reasonableness of the price; and
- iv) Ensure that the State buys from responsible vendors.

Discretionary Authority Limits are reviewed and updated periodically by NYS and published in the Minority/Women Business Enterprise (M/WBE) Operations Primer issued by NYS Division of Minority and Women Business Development (DMWBE) for MWBE Thresholds and The NYS Division of Service Disabled, Veteran Business Development (DSDVBD) Operation and Guidance Document for Service Disabled, Veteran Owned Business (SDVOB). SRAA will update internal requirements and thresholds in accordance with these instructions as updated.

VI FORMAL BIDDING AND RFP PROCESS¹⁵

A) Advertisements for bids and requests for proposals shall be published in the official Authority newspapers and website designated for such purpose. Any advertisement shall contain a statement of the time by which all bids and proposals must be received, and the method by which they must be submitted. Authority staff shall take any additional measures practical to maximize the response to the bids and requests for proposals and thereby increase competition.

B) At least ten working days shall elapse between the first publication of such advertisement and the date so specified for the opening and reading of the bids and proposals.

VII) SUPPORT FOR MINORITY AND WOMEN-OWNED BUSINESSES AND SERVICE DISABLED VETERAN-OWNED BUSINESSES

The Syracuse Regional Airport Authority is subject to the requirements of Article 15-A of New York Executive Law which requires contracting with Minority and Women-Owned Businesses (M/WBE) when awarding Contracts and purchasing commodities and services. The Authority shall comply with Article 15-A of New York Executive Law and all rules and regulations promulgated thereto.

The Syracuse Regional Airport Authority is subject to the requirements of Article 17-b of New York Executive Law which requires contracting with Service Disabled, Veteran-Owned Businesses when awarding Contracts and the purchasing of commodities and services. The Authority shall comply with Article 17-B of New, York Executive Law and all rules and regulations promulgated thereto.

VIII) STATEMENT OF NON-COLLUSION REGARDING BIDS AND PROPOSALS SUBMITTED TO THE AUTHORITY

Every bid or proposal subject to the formal bid or RFP process required by this Policy, made to the Authority to provide goods, equipment , or services shall contain a detailed statement subscribed by the bidder or proposer, under penalty of perjury, certifying that the prices were arrived at independently without collusion, consultation, communication or agreement ; that the prices have not been disclosed and will not knowingly be disclosed by the bidder or proposer prior to the opening; and that no attempt has been made or will be made by the bidder to induce any other person, partnership or corporation to submit or not to submit a bid for the purpose of restricting competition. No contract shall be awarded where the statement of non-collusion required herein is not properly completed and submitted with the bid or proposal.

IX) ETHICS AND CONFLICT OF INTEREST

Each successful bidder or proposer of a formal bid or RFP process under this Policy shall submit to the Authority, prior to acceptance of a contract relative thereto, a statement affirming that the contractor, its officers and employees do not have a conflict of interest relative to supplying the goods, equipment or services and the Authority.

X) ANNUAL REVIEW¹⁶

The Finance Committee of the Board shall annually review this Policy and report to the Authority's Board.

Adopted by Resolution No. 29 of 2011, November 10, 2011

Amended by Resolution No. 2 of 2014, March 14, 2014

Amended by Resolution No. 15, May 9, 2014

Amended by Resolution No. 17, September 11, 2015

Amended by Resolution No. 7, March 10, 2017

Amended by Resolution No. 28, November 8, 2019

Draft February 26, 2021

Appendix A – Authorization Requirements

	\$2,500 or less	> \$2,500	> 10,000	> \$20,000
Goods, Equipment & Services	Department Supervisor	Second Level Administrator	CFO	Executive Director



SYRACUSE REGIONAL AIRPORT AUTHORITY PROCUREMENT AND CONTRACTING POLICY

I) GUIDELINES FOR THE PROCUREMENT OF GOODS AND SERVICES AND CONTRACTING FOR LAND OR CONCESSION LEASES FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY

Among the powers granted to the Syracuse Regional Airport Authority ("Authority") under Article 8, Title 34 of the New York Public Authorities Law ("Enabling Act") is the power to "enter into contracts . . . and to execute all instruments necessary and convenient to accomplishing its corporate purpose."¹ It shall be the practice of this Authority to adopt such policies and procedures as are designed to promote the prudent and economic use of public monies and facilitate the acquisition of goods and services having the best value under any given set of circumstances.²

Therefore, the Syracuse Regional Airport Authority hereby formally adopts the following written procurement and contracting policy (Policy) applicable to all purchases of goods, equipment, services, concessions, and leases for land. This Policy is meant to actively promote competitive procurement of all goods, equipment, and services, with the limited exceptions as set forth herein. It is also designed to optimize revenue from land and concession leases. The Executive Director, Chief Fiscal Officer, and staff are required to comply with this Policy and to retain the necessary documentation as required herein to substantiate such compliance.

II) DEFINITIONS

A) "Best Value" means the basis for awarding contracts for services to the offeror which optimizes quality, cost and efficiency, among responsive and responsible offerors.³ Non-price factors may be addressed to determine Best Value. Non-price factors include, but are not limited to: reliability of a product; efficiency of operation; difficulty/ease of maintenance; useful lifespan; ability to meet needs regarding timeliness of performance and experience of a service provider with similar contracts.⁴

B) "Construction Contracts" mean contracts to perform the erection, construction, reconstruction, or alteration of buildings or other structures.

C) "Quotations" or "Quotes" means any written or verbal offer containing information regarding price, quantity, and a description of a good, equipment, or service. All Quotes communicated to the Authority shall be documented. Bid or quote solicitation must include shipping, handling and other ancillary charges, if applicable.

D) "Professional Services Contract" means a contract or agreement to provide a personal service of a consulting, professional, or technical nature to the Authority for a fee, commission, or other compensation by a person or organization. Such Professional Services shall be in relation to the Authority's operation, management, and administration of its offices or personnel; acquisition, construction, management, operation, maintenance, or disposition of facilities under its ownership or control; or dissemination of publications or other information. Professional Services of a consulting, professional, or technical nature include, but are not limited to, legal, accounting, management consulting, planning, training, statistical, research, public relations, architectural, engineering, surveying, or other similar Professional Services.

E) "Responsible" or "Responsibility" means the financial ability, legal capacity, integrity, and past performance of a business entity and as such terms have been interpreted relative to public procurement.⁵

F) "Responsive" means a bidder or other offeror meeting the minimum specifications or requirements as prescribed in a solicitation for commodities or services.⁶

G) "Revenue Contract" means a written agreement under which the Authority receives revenue for: the lease of space within an Authority owned building; land owned or operated by the Authority; or the provision of services on airport premises.

H) "Supervisor" means an Authority employee who holds a position of trust and power to act on behalf of the Authority.

III) PURCHASES OF GOODS, EQUIPMENT, OR SERVICES

A) For the purchase of goods, equipment, or services involving an expenditure of \$150.00 or less, competitive quotes are not required. Such purchases must be approved by a Supervisor.

B) For purchase of goods, equipment, or services involving an expenditure of more than \$150.00, but less than \$5,000.01 the Authority's Executive Director or his/her designee may seek a verbal or telephone quote from different vendors, i.e. provider or providers of the goods, services or equipment that best meet the standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a price quote from a single vendor will be sufficient. Such expenditures must be approved by a Supervisor and either the Fiscal Officer or the Chief Operations Officer.

C) For purchase of goods, equipment, or services involving an expenditure of more than \$5,000.00, but less than \$50,000.01, the Authority's Executive Director or his/her designee shall seek written quotes from not less than three vendors, shall document and retain those quotes for a period of at least one year, and shall select the vendor offering the Best Value from those who respond to the request for quotations. Such expenditures must be approved first by either the

Fiscal Officer or the Chief Operations Officer and then by either the CFO or the Executive Director.

D) Except as otherwise expressly provided herein, all purchases of goods, equipment, or services by the Syracuse Regional Airport Authority involving an expenditure of more than \$50,000.00⁷ shall be made pursuant to a formal, open competitive bidding process as set forth herein and shall be awarded on the basis of Best Value as defined in section II(A). The Authority reserves the right to reject all bids and re-advertise for new bids in the manner provided by this Procurement Policy. Such expenditures must be approved first by the CFO and then by the Executive Director.

E) All purchases of goods, equipment, or services by the Syracuse Regional Airport Authority involving an expenditure of more than \$100,000.00, and which were not previously included in the annual budget approved by the Authority's Board, must be approved first by the Executive Director and then by the Board of the Authority.

F) Where the Authority is a partial contributor to the acquisition of a good, equipment, or service, the Authority shall work in consultation with the other funding parties. Procurement methods satisfactory to all the involved parties shall be agreed to and implemented prior to the acquisition of a good, equipment, or service. Procurement methods may include solicitation from a single vendor. If the Authority's portion of the funding exceeds \$50,000.00, the acquisition of a good, equipment, or service shall be made pursuant to a formal, open competitive bidding process. The competitive bid process will consist of the solicitation from not less than three vendors and in consultation with the other funding parties, the contract will be awarded on the basis of Best Value as defined in section II(A).

IV) PROFESSIONAL SERVICE CONTRACTS

A) For professional services having a value of \$5,000 or less and a term of 1 year or less the Authority's Executive Director or his/her designee shall seek written proposals from different providers that best meet the Authority's goals of efficiency, timeliness, practicality, and convenience. Given these objectives, a proposal from a single provider will be sufficient. These agreements may be approved by the CFO or the Executive Director.

B) For professional services having a value of \$35,000.00 or less and a term of 3 years or less, the Authority's Executive Director or his/her designee shall seek written proposals from not less than three providers, shall document and retain those proposals for a period of at least one year, and shall select the provider offering the Best Value. Such agreements must be approved first by the CFO and then the Executive Director.

C) Professional service agreements having a value of more than \$35,000.00 but less than \$100,000.00, or a term of more than 3 years, shall be made pursuant to a formal, open competitive Request for Proposal process as set forth herein. Such agreements must be approved first by the CFO and then by the Executive Director.

D) Professional service agreements having a value of more than \$100,000.00, or a term of more than 3 years, shall be made pursuant to a formal, open competitive Request For Proposal (RFP)

process as set forth herein. Such agreements must be approved first by the Executive Director and then by the Authority's Board.

E) The award of a professional services agreement following a formal RFP process will be based on the proposal that provides the Best Value to the Authority given the evaluation criteria contained in the RFP. The Authority may reject any proposal if, in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the provider justifies such rejection in view of the work to be performed.⁸

F) Where the Authority utilizes an agent/broker to secure specialized media resources on 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.

IVA) PROFESSIONAL SERVICE CONTRACTS (GENERAL AIRPORT CONSULTANTS)

A) Periodically the Authority will issue Requests for Qualifications (RFQs) for firms wishing to be designated General Airport Consultants (GACs). A General Airport Consultant provides architectural, engineering, and planning services for FAA grant-eligible projects and for non-eligible projects. The Authority will select one or more firms as GACs for an upcoming period and present that recommendation to the Board for approval by resolution.

B) For projects with an estimated total project cost of \$5,000,000 or less, the Authority's Executive Director may issue a Work Order to any of the approved GACs which she or he has determined to be best qualified for the particular project.

C) For projects with an estimated total project cost of \$5,000,001 to \$10,000,000, the Authority's Executive Director shall recommend to the Board's Finance Committee that 1) a Work Order be issued to any of the approved GACs which have been determined to be best qualified for the particular project or 2) to conduct a "mini-RFQ" amongst the approved GACs to determine the best qualified GAC for the particular project. Upon the concurrence of the Finance Committee, the Executive Director shall issue such Work Order or conduct a "mini-RFQ."

D) For projects with an estimated total project cost of \$10,000,001 or greater, the Authority will conduct a "mini-RFQ" amongst the approved GACs to determine the best qualified GAC for the particular project. The Finance Committee, along with the Executive Director, CFO, and the Director of Planning and Engineering shall serve as the "mini-RFQ" Review Committee. Based on the "mini-RFQ" process, the Review Committee shall recommend to the Board that a Work Order be issued to any of the approved GACs which have been determined to be best qualified for the particular project. Upon a resolution of the Board approving the recommendation, the Executive Director shall issue such Work Order.

E) The Executive Director, or her/his designee, will provide to the Finance Committee, no less than twice annually, a report showing all Work Orders issued to General Airport Consultants under the current GAC agreements.

V) CONSTRUCTION CONTRACTS

A) For construction contracts having a value of \$25,000.00 or less, the Authority's Executive Director or his/her designee may seek verbal or telephone bids from different vendors that best meet the Authority's standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a price quote from a single vendor is sufficient. These contracts may be approved by the CFO or the Executive Director.

B) For construction contracts having a value of more than \$25,000.00, but less than \$50,000.01, the Authority's Executive Director or his/her designee shall seek written bids from not less than three vendors, shall document and retain those quotes for a period of at least one year, and shall select the vendor offering the Best Value. Such contracts must be approved first by the CFO and then by the Executive Director.

C) Construction contracts having a value of more than \$50,000.00, but less than \$100,000.01 shall be made pursuant to a formal, open competitive bidding process as set forth herein. Such contracts must be approved first by the CFO and then by the Executive Director.

D) Construction contracts having a value of more than \$100,000.00 shall be made pursuant to a formal, open competitive bidding process as set forth herein. Any contract in excess of \$500,000.00 shall be let in conformity with section one hundred thirty-five of the state finance law.⁹ Such contracts must be approved first by the Executive Director and then by the Authority's Board.

E) Award of Construction Contracts. The Authority shall not award any construction contract except to the lowest bidder who, in its opinion, is qualified to perform the work required and who is responsible and reliable. The Authority may reject any bid if, in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the bidder justifies such rejection in view of the work to be performed.¹⁰

VI) REVENUE CONTRACTS

A) Revenue contracts having a value of \$10,000.00 or less and a duration of one year or less may be executed by either the CFO or the Executive Director.

B) Revenue contracts having a value greater than \$10,000.00 but less than \$100,000.01 and a duration of five years or less must be executed by both the CFO and the Executive Director, after legal review.

C) Revenue contracts having a value greater than \$100,000.00 or a duration of more than five years will be awarded based on a formal RFP process. The successful contract will be executed by the Executive Director following approval by the Authority's Board.

D) The award of a revenue contract following a formal RFP process will be based on the Proposal that provides the Best Value to the Authority given the evaluation criteria contained in the RFP. The Authority may reject any proposal if, in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the provider justifies such rejection in view of the services to be provided.

VII) EXCEPTIONS TO COMPETITIVE BIDDING AND RFP PRACTICES

A) Emergencies¹¹

Notwithstanding any of the other provisions in this Policy, if any public emergency, accident, or other unforeseen occurrence, affecting the life, health, safety or property of the Authority and/or its officers, members, staff, or the general public require immediate action and cannot await a formal, open competitive bidding process or any other kind of competitive process, the Executive Director or his/her designee may temporarily waive any or all requirements set forth herein.

B) Sole Source

1) There are times when the purchase of certain goods, equipment, or services, the purchase of certain professional services, or the award of certain revenue contracts, is unique and that the vendor is the only vendor from whom the good/service can be obtained.

2) When goods, services, or equipment, professional services, or revenue contracts which would otherwise under this policy require multiple quotes or a formal bid or RFP process, are procured under this “sole source” exception, the Executive Director or CFO shall document the rationale for such exception and retain that documentation pursuant to the Authority’s Record Retention Policy.

C) Not in the Best Interest of the Authority¹²

1) There are times when the purchase of certain goods, equipment, or services, the purchase of certain professional services, or the award of certain revenue contracts, is required to: comply with federal regulations; to interface with existing systems; by virtue of the unique operating environment of the Airport; or due to the impracticability of obtaining competitive quotes. The Board of the Authority, in its sole discretion, has determined that in such instances the solicitation of alternative proposals or an RFP process will not be in the best interest of the Authority.

2) When goods, services, or equipment, professional services, or revenue contracts which would otherwise under this policy require multiple quotes or a formal bid or RFP process, are to be procured under this “best interest” exception, the Executive Director or CFO shall give all members of Authority’s Finance Committee at least five (5) business days advance notice of such proposed procurement via email. The Executive Director or CFO shall also document the rationale for such exception and retain that documentation pursuant to the Authority’s Record Retention Policy.

D) Surplus and Second-Hand Supplies.¹³

Surplus and second-hand supplies, material, or equipment may be purchased by the Authority without competitive bidding from the Federal Government, the State of New York or from any other political subdivision, district or public benefit corporation.

E) Purchases Through Other Government Contracts¹⁴

1) Notwithstanding the provisions of this Policy, the Authority is authorized to make purchases of goods, equipment, or services, when available, utilizing the County of Onondaga's, State of New York or any other political subdivision, district, or public benefit corporation of New York's, or United States of America's existing, current competitive procurement lists directly. Any goods or services on such lists are hereby considered Best Value.

2) The sole exception to paragraph 1 of this section is when formal bids have previously been received by the Authority for the purchase of goods, equipment, supplies, or services, and an additional purchase cannot be made with the same terms, conditions and specifications and at a lower price through the County of Onondaga or State of New York. When there are multiple local vendors for the same product at the same price under these State or County contract lists, the Authority's policy is to distribute purchases among all of these vendors and thereby equitably distribute business opportunities to as many vendors as practical.

F) Discretionary Purchasing Authority

The use of discretionary purchasing authority is granted by New York State Finance Law, New York State Public Authorities Law and applicable local procurement rules for use by Article 15-A and 17-B "State agencies". This authority is authorized for all State agencies, boards, commissions, offices and institutions with procurement rules that are governed by State Finance Law and Public Authorities Law and may be instructive to Article 15-A and 17-B "State agencies".

Purchases up to the Discretionary Buying Threshold are not subject to the formal competitive bidding requirements set forth in State Finance Law §163, but are subject to the advertising requirements set forth in Economic Development Law Article 4-C and State Finance Law §163(6-c). Agencies must also comply with their internal policies and procedures governing discretionary purchases, which should include an assessment as to whether a formal competitive procurement process, or one that is less formal but still competitive, may best meet the Agency's needs. Agencies may also determine based upon experience, knowledge and a current analysis, that it is appropriate to limit the discretionary purchase opportunity to State certified M/WBEs, SDVOBs or to New York State Small Businesses.

For purchases up to the Discretionary Buying Threshold, each Agency must:

- i) Ensure that the commodities, services or technology acquired meet its form, function and utility needs;
- ii) Document and justify the selection of the vendor;
- iii) Document and justify the reasonableness of the price; and
- iv) Ensure that the State buys from responsible vendors.

Discretionary Authority Limits are reviewed and updated periodically by NYS and published in the Minority/Women Business Enterprise (M/WBE) Operations Primer issued by NYS Division of Minority and Women Business Development (DMWBE) for MWBE Thresholds and The NYS Division of Service Disabled Veteran Business Development (DSDVBD) Operation and Guidance Document for Service Disabled Veteran Owned Business (SDVOB). SRAA will update internal requirements and thresholds in accordance with these instructions as updated.

VIII) FORMAL BIDDING AND RFP PROCESS¹⁵

A) Advertisements for bids and requests for proposals shall be published in the official Authority newspapers and website designated for such purpose. Any advertisement shall contain a statement of the time by which all bids and proposals must be received, and the method by which they must be submitted. Authority staff shall take any additional measures practical to maximize the response to the bids and requests for proposals and thereby increase competition.

B) At least ten working days shall elapse between the first publication of such advertisement and the date so specified for the opening and reading of the bids and proposals.

IX) SUPPORT FOR MINORITY AND WOMEN-OWNED BUSINESSES AND SERVICE DISABLED VETERAN-OWNED BUSINESSES

The Syracuse Regional Airport Authority is subject to the requirements of Article 15-A of New York Executive Law which requires contracting with Minority and Women-Owned Businesses (M/WBE) when awarding Contracts and purchasing commodities and services. The Authority shall comply with Article 15-A of New York Executive Law and all rules and regulations promulgated thereto.

The Syracuse Regional Airport Authority is subject to the requirements of Article 17-b of New York Executive Law which requires contracting with Service Disabled Veteran-Owned Businesses when awarding Contracts and the purchasing of commodities and services. The Authority shall comply with Article 17-B of New York Executive Law and all rules and regulations promulgated thereto.

X) STATEMENT OF NON-COLLUSION REGARDING BIDS AND PROPOSALS SUBMITTED TO THE AUTHORITY

Every bid or proposal subject to the formal bid or RFP process required by this Policy, made to the Authority to provide goods, equipment, or services shall contain a detailed statement subscribed by the bidder or proposer, under penalty of perjury, certifying that the prices were arrived at independently without collusion, consultation, communication or agreement; that the prices have not been disclosed and will not knowingly be disclosed by the bidder or proposer prior to the opening; and that no attempt has been made or will be made by the bidder to induce any other person, partnership or corporation to submit or not to submit a bid for the purpose of restricting competition. No contract shall be awarded where the statement of non-collusion required herein is not properly completed and submitted with the bid or proposal.

XI) ETHICS AND CONFLICT OF INTEREST

Each successful bidder or proposer of a formal bid or RFP process under this Policy shall submit to the Authority, prior to acceptance of a contract relative thereto, a statement affirming that the contractor, its officers and employees do not have a conflict of interest relative to supplying the goods, equipment or services and the Authority.

XII) ANNUAL REVIEW¹⁶

The Finance Committee of the Board shall annually review this Policy and report to the Authority's Board.

Adopted by Resolution No. 29 of 2011, November 10, 2011

Amended by Resolution No. 2 of 2014, March 14, 2014

Amended by Resolution No. 15, May 9, 2014

Amended by Resolution No. 17, September 11, 2015

Amended by Resolution No. 7, March 10, 2017

Amended by Resolution No. 28, November 8, 2019

Appendix A – Procurement and Contracting

Thresholds	Quotes/Bids	Approvals	
		1 st	2 nd
Goods/Equipment/Services			
\$150 or less	None	Supervisor	
\$151 - \$5,000	Verbal/at least one	Supervisor	Fiscal Officer or COO
\$5,001 - \$50,000	Written/at least three	Fiscal Officer or COO	CFO or Exec Dir
\$50,001 and over	Formal Bid Process	CFO	Exec Dir
over \$100,000 & not budgeted	Formal Bid Process	Exec Dir	Board
Professional Services			
\$5,000 or less and	Written/at least one	CFO or Exec Dir	
1 year or less			
\$35,000 or less and	Written/at least three	CFO	Exec Dir
3 years or less			
over \$35,000 or	Formal RFP Process	CFO	Exec Dir
over 3 years			
over \$100,000 or	Formal RFP Process	Exec Dir	Board
over 3 years			
Professional Services (GAC)			
\$5M or less	No additional	Exec Dir	
Over \$5M - \$10M	No additional	Exec Dir	Finance Committee
Over \$10M	Mini-RFQ	Exec Dir	Board
Construction Contracts			
\$25,000 or less	Written/at least one	CFO or Exec Dir	
\$25,001 - \$50,000	Written/at least three	CFO	Exec Dir
\$50,001 - \$100,000	Formal Bid Process	CFO	Exec Dir
over \$100,000	Formal Bid Process	Exec Dir	Board
(over \$500,000 in compliance	w/State Finance Law §135)		

Revenue Contracts	e.g., Concession/Airline/ Terminal or Land Lease		
\$10,000 or less and 1 year or less	Written	CFO or Exec Dir	
\$100,000 or less and 5 years or less	Written/Legal Review	CFO	Exec Dir
Over \$100,000 or over 5 years	Formal RFP Process	Exec Dir	Board

¹ Public Authorities Law, §2799-ggg(11)

² See, e.g., GML, §104-b(1)

³ See, e.g., State Finance, §163(1)(j)

⁴ NYS Office of the State Comptroller, "Seeking Competition in Procurement," p. 8, May 2013.

⁵ See, e.g., State Finance, §163(1)(c)

⁶ See, e.g., State Finance, §163(1)(d)

⁷ See, e.g., State Finance Law, §163(6)

⁸ See, e.g., Public Authorities Law, §2799-sss

⁹ Public Authorities Law, §2799-sss

¹⁰ Public Authorities Law, §2799-sss

¹¹ See, e.g., GML, §103(4)

¹² See, e.g., GML, §104-b(2)(g)

¹³ See, e.g., GML, §103(6)

¹⁴ See, e.g., GML, §103(16); State Finance Law, §163(3)(a)(4) and (4)(e)

¹⁵ See, e.g., GML, §103(2)

¹⁶ See, e.g., GML, §104-b(4)

**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 Offices of the Authority.

The offices 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 Board of the Authority (defined below) 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 BOARD 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.

Commented [A1]: Note no mention of Advisory Board anywhere in by-laws.

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.

Commented [A2]: Same comment here

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 as made applicable to the members of the Board of the Authority by the Enabling Act;
4. Pursuant to Section 2825(3) of the Public Authorities Law, require each of its members to file an annual financial disclosure statement with the Onondaga County Board of Ethics on or before May 15 of each year. The Secretary of the Board shall notify a member in writing of his or her failure to timely file such annual financial disclosure statement. In the event such failure is not cured within thirty (30) days of such written notice, the Board shall initiate removal of such member from the Board as authorized by Section 2827 of the Public Authorities Law.
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.

Section 3.6 Completion of Board Member Terms

Subject to a Board members death or voluntary resignation, once appointed to the Board, members of the Board shall serve for their entire term and not be subject to removal or termination by the public officer or public body which appointed such member other than as provided for in Section 2827 of the Public Authorities Law.

ARTICLE IV OFFICERS OF THE BOARD OF THE AUTHORITY

Section 4.1 Officers.

The officers of the Board shall be a Chair, a Vice-Chair, and a Finance Officer who shall be members of the Board, and a Secretary who need not be a Board member. The Board may by resolution establish such other officers as may be necessary to fulfill its responsibilities.

Section 4.2 Authorized Officers.

The Chair, Vice-Chair, Finance Officer or other officers or members of the Board, or agents or employees of the Authority, may be delegated appropriate 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 Finance Officer.

By a majority vote cast by ballot, the Board shall elect a Finance Officer. The Finance Officer shall be the Board representative responsible for oversight of all financial activities of the Authority and the Boards Finance Committee.

The Finance Officer 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 and Advisors to the Authority.

Pursuant to Section 2799-ggg (12), the ~~officers of the Authority shall be~~ ~~Board hereby creates~~ the ~~persons holding the~~ positions of Executive Director, ~~Chief Operations Officer~~, 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 ~~Chief Operations Officer~~, General Counsel, Chief Fiscal Officer/Treasurer and other subordinate staff, and exercise general supervision and direction for all employees. For the hiring and termination of senior management positions such as ~~Chief Operations Officer~~, 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. Overseeing the furnishing of financial information and -reporting to the Board of the Authority by the Chief Fiscal Officer/Treasurer of 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, Minimum Standards for Aeronautical Services 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.

Commented [A3]: Redundant.

The Executive Director of the Authority may only be removed or terminated pursuant to the terms of any employment agreement between the Executive Director and the Authority, if any, and the affirmative vote of at least eight (8) members of the Board of the Authority voting in favor of such removal or termination.

The Chief Operations Officer (“COO”) shall be an officer of the Authority and an employee of the Authority and is responsible for overseeing the operating divisions of the Airport - Security Office, Airfield Operations, Airfield Maintenance, Terminal Maintenance, and Trades. The incumbent will be responsible for effectively planning, developing, implementing and monitoring all policies and procedures related to these areas. Work is carried out in compliance with all applicable state and federal guidelines and regulations. Work is performed under the general direction of the Executive Director, who allows the incumbent independence in planning and implementation of procedures. Designated as next in line after the Executive Director concerning operational responsibility at the Airport, and that in the event of the Executive Director’s absence from the Airport that the Chief Operations Officer shall have primary operational responsibility. Does related work as required.

Commented [A4]: This position, though previously created, was never made an “officer” of the Authority when John Cami came over. Got job description from Debi.

The Chief Fiscal Officer/Treasurer (“CFO/T”) shall be an officer of the Authority and an employee 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 may be either an employee of the Authority or a private law firm engaged by the Authority to provide legal services.

If an employee, the General Counsel shall be an officer of the Authority and responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and committees thereof, and on a day to day basis to counsel the Executive Director on various legal matters as required. As an officer, the 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 and Board committees. As an employee, the work of the General Counsel is completed at the executive level under the general supervision of the Authority’s Board -and the Executive Director with a high degree of independent judgment.

If a private law firm, the General Counsel shall be an advisor to the Authority and -responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and committees thereof, and on a ~~day to day~~day-to-day basis to counsel the Executive Director on various legal matters as required. General Counsel to the Authority shall be the chief legal advisor to the Authority responsible for the handling and supervision of all legal issues and matters encountered by the Authority and the Members of its Board and Board committees. The work of a private law firm acting as General Counsel is completed -under the general supervision of the Authority’s Board -and the Executive Director.

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 and/or the Enabling Act.

Section 4.9 Personnel; Professional Services.

The Authority 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 Executive Director subject to the Board's policies, these By-Laws, 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 mail, 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 of a meeting or waiver of notice need be given to or obtained from any member who is in actual attendance at such meeting. Notice of an adjourned meeting need not be given to anyone present at such meeting at the time of adjournment.

Section 5.6 Quorum.

At all meetings of the Board, a majority of all 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 a quorum and shall not vote.

Section 5.8 Meeting Agenda's.

Board members shall be provided an agenda for each regular meeting of the Board. However the matters listed on an agenda for a particular meeting shall not be deemed to limit discussion by the Board to just the matters listed on such agenda.

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 in 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 Board shall designate the Chair of said standing or special committees.

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 the 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.

Commented [A5]: Should consider amending this to address scope of Finance Committee responsibility here per Rob Simpson comment and discussion at 1/22/21 Board meeting re audit process and responsibility. Should look at Finance Committee meeting Charter in this regard as well.

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.

Section 6.3.5 Board Development Committee

~~The Board shall appoint and constitute a Board Development Committee comprised of the [four] (4) officers of the Board (Chair, Vice-Chair, Secretary and Finance Officer) who shall possess the necessary skills to understand the duties and functions of the Board Development Committee. The purpose of the Board Development Committee shall be to assist the Board by (1) keeping the Board informed of current best practices regarding Board administration and management;~~

Commented [A6]: Board previously dissolved this committee and Governance committee has taken over these responsibilities

~~(2) on an annual basis reviewing various Board committee needs and composition; (3) on an annual basis recommending to the Board any changes to committee responsibilities or committee membership; and (4) any other tasks assigned to it by the Board Development 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
Amended by Resolution No. 32 of 2015, November 13, 2015
Amended by Resolution No. of 2021, March ,2021

Commented [A7]: Amendments can't be approved till this meeting at the earliest.

Minutes of the Audit Committee Meeting of the Syracuse Regional Airport Authority

Friday, January 22, 2021

Pursuant to notice duly given and posted, the Audit Committee meeting of the Syracuse Regional Airport Authority was called to order on Friday, January 22, 2021 at 10:00 a.m. via Teams Video/Audio conferencing by Ms. Gagliano.

Note: The Authorities Budget Office (ABO) has waived the in-person meeting requirement during this public health emergency. During this public health emergency, in the event board members are unable to meet in person, the Governor’s Executive Order 202.1 permits the board to consider the use of telephone conferencing, “to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.”

Members Present/Telephone Conference:

Members Absent:

Ms. JoAnne Gagliano – Board Chair
Ms. Latoya Allen
Dr. Donna DeSiato – Committee Chair (joined at 10:05 a.m.)
Mr. Michael Lazar
Mr. Kenneth Kinsey
Mr. Robert Simpson

Also Present/Telephone Conference:

Mr. Jason Terreri
Mr. John Carni
Ms. Robin Watkins
Ms. Cheryl Herzog
Mr. John Clark
Ms. Joanne Clancy

Roll Call

As noted, all Committee members were present, except Committee Chair DeSiato who joined at 10:05 a.m.

Ms. Gagliano started by welcoming everyone to the Audit Committee meeting at 10:00 a.m.

Approval of Minutes from the Previous Meeting

A motion was made by Mr. Simpson and seconded by Mr. Kinsey to accept the September 22, 2020 meeting minutes. The minutes were unanimously approved.

New Business

RFP Discussion – Audit Firm Selection

Ms. Gagliano turned the meeting over to Committee Chair DeSiato who joined the meeting. CFO Watkins explained that the Accounting Department had to tear down the financial system and rebuild. As this process was going on it was discovered that there were several irregularities in our internal controls and in our processes and procedures. An issue that was identified was the fact that the previous/current audit firm had not been able to identify the situation and communicate it effectively to the SRAA Board. There were also internal control issues and concerns on how they were recording information in compliance with both GAAP and GASB requirements. Discussions regarding these items were presented to the auditors during the year and the SRAA had to do some reformatting for the audit reports. Another issue involved the single audits for the PFC were not completed properly by the audit firm, this went back to 2009. Because of this, the Authority had to go through with the FAA and restate all the reporting to the point where the Authority reports with the FAA, did not correlate to the audit reports. The Authority had discussions with the FAA to determine how many years of reporting needed to be revised for the single audit report. Consequently, because of the irregularities that were found with the regular internal control audits and the financial statements as an organization, the Authority deemed it to be in the best interest to put out an RFP to obtain a different firm. This will provide us more credibility with the FAA, knowing that the Authority is doing our part and are aware of the issues.

Mr. Lazar inquired if we would allow the current audit firm to put in an RFP. CFO Watkins stated that they could put in an RFP, but their past performance would be taken into consideration. Other examples were discussed that were uncovered during the PFC audit including lack of verification of the costs associated with PFC funds spent. The audit firm used a schedule from the previous finance group and took that as its worth. The audit firm never traced back to the bank statements to confirm the costs came out of the PFC fund, instead what was reported to the FAA exceeded what was spent out of PFC funds. The Authority reported expenditures were more than \$30M beyond what was collected and spent out of those dollars. The airport narrowly avoided reinstating several years of audit reports.

CFO Watkins stated there are a variety of highly credible firms in the area that would have the experience needed. GAAP and GASB have a consistent set of rules that apply across all industries. If we choose a regional firm that has the skills, we can control costs, and will get the quality needed.

Mr. Simpson stated that unless there is a legal reason, we should not allow our previous firm to submit an RFP. It has been determined we no longer want their services, and it would be time wasted. Chair DeSiato asked if the city's audit was done correctly. CFO Watkins informed the Audit Committee from what she could see in their audit report, it looked like it was done accurately, from an internal and financial perspective. Mr. Simpson inquired if there are recommendations to the processes or procedures that can be put in place so that this will not happen again. CFO Watkins stated that this has already been done over the past year. There has been a lot of time spent reassessing internal controls within the SRAA Finance Department. There is now a segregation of duties which did not exist before, a monthly close process, and the financial statements undergo in-depth reviews including with the Finance Committee.

CFO Watkins informed the Audit Committee that reports can be printed off the FAA System and provided to the Audit Committee to see what is being submitted to the FAA and how it relates to the financial statements. Director Terreri spoke about forms 126 and 127 which are the first things that are checked at as you come into an airport. The FAA used these forms to allocate the CARES Act funding and if they were not corrected the airport could have missed out on receiving these funds. It is imperative that these forms are done correctly.

Ms. Gagliano discussed the audits and the random sampling that auditors do, they do not look at every part. If there is not a good system in the recording process, then you are not able to produce the information accurately for them to look at. CFO Watkins stated that random sampling is a good statistical way if all the internal controls systems are working and are functional. CFO Watkins is confident that all the proper controls are now in place. New staff members have been hired and all have good financial backgrounds. The entire finance department has been revamped. The Authority is putting an RFP out for the bond refinancing, and any additional financial management services that are needed over the course of the next year. That municipal advisor is also going to be a second eyes and ears, and they will be looking at the statements as well.

Director Terreri suggested that a representative from this Audit Committee engage with the auditor in the beginning and meet with the auditor without management present. The auditor should present a report card on staff and what they are doing, they could take one or two items to test staff and make sure everything is being done properly. Mr. Simpson agreed that these are some tools that need to be added to the process.

CFO Watkins stated that the timeline for the RFP would be early February 2021, with the goal to get the responses back by early March. Interviews would be held in the month of March and have new firm ready to start the current year audit by April. The new firm would meet with the Authority in May and start the pre-audit process, get familiar with the airport, set up the internal control reviews, and gather data required for the June 30th audit. One criterion that will be requested in the RFP is to meet the 90-day audit submittal deadline with the City of Syracuse so that FAA requirements are met. The new firm will need to be able to perform the audit within the July-August timeframe. Mr. Simpson mentioned that this can be a busy time for auditors so we should be flexible with our time schedule.

Adjournment

Having no other topics brought to the Audit Committee, a motion was made by Mr. Lazar and seconded by Mr. Simpson to adjourn the meeting.

The meeting was adjourned at 10:44 a.m.