

**Syracuse Regional Airport Authority  
Special Meeting Agenda  
Friday, April 19, 2019  
9:00 – 10:00 a.m.  
Syracuse Hancock International Airport  
Board Room**

1. Roll Call (2 Minutes)
2. **Reading and Approval of Minutes from the March 12, 2019 Regular Board Meeting (2 Min)**
3. Executive Session (30 Min)
4. New Business
  - **Resolution approving the hiring of Executive Director for the Syracuse Regional Airport Authority**
5. Adjournment

**Bold = 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.

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

Friday, March 15, 2019

Pursuant to notice duly given and posted, the board meeting of the Syracuse Regional Airport Authority was called to order on Friday, March 15, 2019 at 11:08 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Ms. Jo Anne Gagliano.

### Members Present:

Ms. Jo Anne Gagliano – Chair  
Dr. Shiu-Kai Chin  
Dr. Donna DeSiato  
Mr. Kenneth Kinsey (arrived 11:18a.m.)  
Mr. Michael Lazar  
Mr. Robert Simpson (arrived 11:09a.m.)  
Mr. Michael Quill  
Mr. Damian Ulatowski (departed 11:30 a.m.)

### Members Absent:

Ms. LaToya Allen  
Mr. John B. Johnson, Jr.  
Mr. William Fisher

### Also Present:

Mr. John Carni  
Mr. Trent Amond  
Ms. Joanne Clancy  
Mr. Brian Dorman  
Ms. Debi Marshall  
Ms. Linda Ryan  
Ms. Jennifer Sweetland  
Mr. R. John Clark  
Mr. Chip Clark - D'Arcangelo & Co., LLP

### Roll Call

As noted, all Board members were present, except Ms. LaToya Allen, Mr. John B. Johnson, Jr. and Mr. William Fisher.

### Ms. Jo Anne Gagliano, Chair

Chair Gagliano started by welcoming everyone to the scheduled Regular Meeting of the Board at 11:08 a.m.

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

Having no objections or additions to the minutes from the February 1, 2019 Regular Board Meeting, a motion was made by Mr. Ulatowski and seconded by Dr. Chin and the minutes were unanimously approved.

The motion was approved: 7 ayes, 0 nays, 0 abstain

## **Committee Reports**

Dr. DeSiato, Chair of the Audit Committee introduced Mr. Chip Clark - D'Arcangelo & Co., LLP and let the board know that he will present the findings of the fiscal year end 2018 draft audit that the Audit Committee has recommended be brought to the board for approval.

Mr. Clark provided a detailed review of the outcome of the successful, clean audit opinion, which is the highest level of opinion possible. The required letters were reviewed and described as clean with one issue regarding the timeliness of the closing and filing with the Authority Budget Office (ABO) 90 day requirement to report after fiscal year closing. This is considered a significant deficiency. However, Mr. Clark indicated that the ABO 90 day requirement is historically difficult to meet because of how things are structured with the City of Syracuse owning the assets. Mr. Clark explained that they are required to put this in the letter since it is a compliance issue with the ABO. Mr. Clark stated there has been substantial improvement relative to the timing of getting the information, although he and others do not know how much further this timeframe could be reduced because the City of Syracuse owns the property, therefore, the authority is a component of the City of Syracuse. As there are construction projects, etc. there has to be a reconciliation between the city and the SRAA, where the SRAA is transferring things from the Authority's accounts to the City's books. It was discussed that future changes in the timing of the 90 day requirement to be extended were highly unlikely and that the SRAA would continue to work towards that goal. Mr. Clark reviewed all of the financial packets and statements with the committee. The SRAA is in compliance with all the GASB's. Of note was a new GASB compliance requirement, number 75, the post-employment benefit accrual.

Mr. Clark stated that the internal controls were tested, the audit went well and the SRAA received the highest level of opinion possible in an audit.

Dr. DeSiato asked if there were any questions and stated her recommendation to the board that the audit be approved by the board.

## **New Business**

### **Resolution approving the Fiscal Year End 2018 Draft Audit of the Syracuse Regional Airport Authority**

There was no further discussion regarding the resolution.

A motion was made by Mr. Lazar and seconded by Mr. Simpson to approve this resolution.

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

**Resolution amending Ethics Policy for the Syracuse Regional Airport Authority**

CFO Trent Amond explained the Governance Committee decision to further amend this policy after careful review. There was no further discussion regarding the resolution. A motion was made by Mr. Lazar and seconded by Dr. DeSiato to approve this resolution.

The resolution was adopted: 7 ayes, 0 nays, 0 abstain (Mr. Ulatowski departed prior to vote)

**Resolution amending policy for members regarding written and electronic communications concerning the Syracuse Regional Airport Authority**

CFO Trent Amond explained the Governance Committee decision to amend this policy to address concerns regarding Syracuse Authority emails to be the preferred method of communication to conduct Authority business with written communication being an alternate method. Also discussed was that primary communication should go to and from the board members' official authority email addresses, but that so long as the primary email was used initially, copies to administrative assistants or personal emails for printing or other purposes would be allowed. Mr. Amond noted that the SRAA IT Department will work with board members to assist them with any electronic device assistance to ensure ease of accessibility for the official authority email to ensure communications are archived. There was no further discussion regarding the resolution. A motion was made by Mr. Lazar and seconded by Dr. DeSiato to approve this resolution.

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

**Management Report**

Chair Gagliano noted that due to time constrictions to conduct the planned airside tour, the Management Report to the Board would not be given, but encouraged all board members to look at the materials for this report in Dropbox for review. Interim Executive Director Carni notified the board members of the recent additional increase in passenger traffic causing parking to go into overflow the past three weeks in a row.

**Executive Session**

Chair Gagliano made a motion to go into executive session to discuss a variety of matters pertaining to the employment history of particular persons or corporations and/or the employment of particular persons or corporations by the Authority.

The motion was approved by Dr. Chin and seconded by Dr. DeSiato. Board members went into executive session at 11:45 a.m.

The motion was approved: 7 ayes, 0 nays, 0 abstain

Executive session ended at 12:15 p.m. No action was taken.

## **Committee Reports**

Dr. Chin, Chair of the Finance Committee, discussed a potential fee of \$4 per day for use of rental cars to be used for a dedicated fund to improve the rental car parking structures. Further reporting to follow at future finance and board meetings.

CFO Trent Amond gave an overview of the Governance Committee activities. The two key issues being the Ethics and the Communications policies.

Dr. DeSiato, Chair of the Audit Committee thanked Ms. Maureen Fogarty, the accounting staff, and Chief Fiscal Officer Amond for their exemplary job once again this past year which shows that there are good systems in place to be above and beyond compliance requirements. CFO Amond relayed that the Audit Committee does meet with the auditor without any management representative present.

No further committee reports were provided.

## **Adjournment**

Having no other topics brought to the board, a motion was made by Mr. Lazar and seconded by Dr. DeSiato to adjourn the meeting.

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

The meeting was adjourned at 12:20 p.m.

**Resolution No. 12 2019**

**RESOLUTION TO APPOINT EXECUTIVE DIRECTOR TO THE SYRACUSE REGIONAL AIRPORT  
AUTHORITY**

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

WHEREAS, Section 2799-ggg (12) & (14) of the Enabling Act authorizes the Authority to appoint such officers, employees, and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties, and compensation and to make plans, surveys, and studies necessary, convenient, or desirable to the effectuation of the purposes and powers of the Authority and to prepare recommendations in regard thereto; and

WHEREAS, by written notice to the Chair of the Board dated December 31, 2018 (the "Notice") the Authority's Executive Director has advised that she has accepted an offer of employment with the Port Authority of New York & New Jersey and that she will be leaving the Authority no later than March 31, 2019; and

WHEREAS, as a result of the Notice, the Chair of the Authority Board called a special meeting of the Board for January 11, 2019 to discuss the process and next steps for filling the Executive Director position and at such meeting the Board adopted Resolution No. 3 of 2019 creating a special ad hoc committee to identify and solicit proposals from qualified consulting and/or recruiting firms to conduct a search to identify candidates for the Executive Director position (the "Search Committee"); and

WHEREAS, with the assistance of a professional airport management consulting firm, the Search Committee established minimum qualifications for the position of Executive Director and conducted a national search seeking the most qualified candidate to fill the position and within the parameters established by the Committee; and

WHEREAS, based upon the review of numerous applications received, the establishment of short-list candidates, short-list interviews, reference checks, and deliberations held, the Search Committee reached a unanimous consensus to recommend to the full Board that Mr. Jason Terreri be selected as SRAA's Executive Director and enter into an employment agreement with the Authority accordingly.

WHEREAS, the Board finds and determines a five (5) year Employment Agreement with Jason Terreri as Executive Director on such terms and conditions as presented to the Board this date for approval to be in the best interests of the Authority,

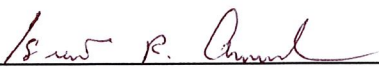
NOW, THEREFORE, after due deliberation having been had thereon, it is hereby

RESOLVED, by the Board of the Syracuse Regional Airport Authority that the Board hereby appoints Jason Terreri as Executive Director effective the sooner of his reporting for work to carry out the duties of Executive Director or May 13, 2019; and

BE IT FURTHER RESOLVED, that the Board hereby authorizes the Chair of the Authority to enter into a five (5) year Employment Agreement with its Executive Director on such terms and conditions as presented this date to the Board for approval .

Resolution Adopted Date: April 19, 2019.

Vote: Ayes 8 Nays: 0 Abstentions: 0

Signed:   
Secretary of the Board