

SYRACUSE REGIONAL AIRPORT AUTHORITY

SYRACUSE HANCOCK INTERNATIONAL AIRPORT

1 000 COL. EILEEN COLLINS BLVD.

SYRACUSE, NEW YORK 13212

P: 315.454.3263

F: 315.454.8757

Syracuse Regional Airport Authority

Regular Board Meeting Agenda

Friday, October 23, 2020

Noon – 1:30 p.m.

Syracuse Hancock International Airport

John P. Walsh Conference Room / Conference Call

Join by phone 1-323-591-9493

Conference ID: 120 679 024 then hit pound #

1. Roll Call (2 Minutes)
2. Consent Agenda (10 min)
 - **Approval of Minutes from the September 11, 2020 Regular board meeting and the Annual Meeting of the Syracuse Regional Airport Authority**
 - **Approval of Minutes from the September 22, 2020 Special meeting of the Board**
 - **Resolution Authorizing the creation of the position of Buyer for the Syracuse Regional Airport Authority**
 - **Resolution Authorizing the creation of the position Accounts Payable Specialist for the Syracuse Regional Airport Authority**
 - **Resolution Authorizing the creation of the position of Accounts Receivable/Receiving Specialist**
 - **Resolution Authorizing the creation of the position of Ground Transportation and Parking Manager**
3. Directors Report (20 Minutes)
 - COVID Impact Update
 - **SRAA Mission/Vision/Values statements**
4. Executive Session (20 minutes)
5. New Business/Discussion (10 minutes)
 1. **Resolutions approving single roll call vote for multiple resolutions for SRAA board meetings**
 2. **Resolution amending the SRAA Governance Committee Charter and dissolution of the SRAA Board Development Committee**
 3. **Resolution approving settlement with Aero Syracuse, LLC/Aeroterm**
 4. **Resolution approving settlement with Syracuse Airport Inn, LP**
 5. Q1 Financial Review
 6. Strategic Planning discussion
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.

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Minutes of the Regular Meeting of the Syracuse Regional Airport Authority

Friday, September 11, 2020

11:30 a.m. – 1:00 p.m. / John P. Walsh Conference Room and also via Conference Call/Teams Mtg.

Pursuant to notice duly given and posted, the regular board meeting of the Syracuse Regional Airport Authority was called to order on Friday, September 11, 2020 at 11:32 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Ms. Jo Anne Chiarenza 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:

Ms. Jo Anne Gagliano – Chair
Mr. William Fisher – Vice Chair
Dr. Shiu-Kai Chin – Finance Officer
Ms. Latoya Allen
Dr. Donna DeSiato
Mr. Michael Frame
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. Michael Mirizio
Mr. Robert Simpson
Mr. Michael Quill

Members Absent:

None

Also Present/Telephone Conference:

Mr. H. Jason Terreri
Mr. John T. Carni
Ms. Robin Watkins

Mr. Brian Dorman
Ms. Debi Marshall
Ms. Joanne Clancy
Ms. Cheryl Herzog
Mr. R. John Clark
Ms. Linda Ryan
Mr. John McCain
Ms. Selena Nicolson
Ms. Jennifer Sweetland
Ms. Elana Essig

Roll Call

As noted, all Board members were present.

Ms. Gagliano started by welcoming everyone to the scheduled regular meeting of the Board at 11:32 a.m.

Consent Agenda

- Approval for Resolution Approving Consent Calendar for Meetings of the Syracuse Regional Airport Authority
- Approval of Minutes from the June 5, 2020 Regular Meeting
- Resolution Authorizing the Creation of the Position of Airport Planner for the Syracuse Regional Airport Authority
- Resolution Adopting Policy for Inventory, Tracking and Disposal of Property for the Syracuse Regional Airport Authority

Chair Gagliano reminded the board of the purpose of using Consent Agendas. Executive Director Terreri explained further about what will typically be on Consent Agendas along with what is on this particular Consent Agenda and invited discussion. Vice Chair Fisher noted that Consent Agendas should be given to the board members in advance and that board members need to be aware that they can ask for any Consent Agenda topics to be moved into the regular agenda for further discussion at any time. Having no objections or further discussion regarding the consent agenda, a motion was made by Mr. Fisher and seconded by Dr. DeSiato and the consent agenda was unanimously approved.

The motion was approved: 11 ayes, 0 nays, 0 abstain

Director's Report

Director Terreri reviewed the Director's Report with the board and noted that each time he will report to the board he will add in an educational, lunch and learn type piece.

Director Terreri updated the board regarding frequency, routes and status of airline flights for SYR. He stated that Cargo has increased significantly with double-digit growth and that is a strong piece of airport business. Meetings with various airlines continue along with check-in calls to continue communications. Passenger traffic numbers from March to present reflect a trend that is lower than our revised budget predictions due to the continued travel bans along with COVID-19 spikes in some areas. While we are not meeting our budgeted numbers, we are still increasing week over week. October flights scheduled have increased and some service markets were added back in. In comparison to other local airports, we are doing better than Buffalo and Rochester and are on par with Albany. SYR is currently holding a 40

percent business and 60 percent leisure which is unique and puts SYR in a stronger position than other airports. Regional airports, such as ITH are not faring as well with those passengers now needing to go to SYR. The hope is that capacity will be added back at the end of the year/beginning of 2021. The schedules are being watched very closely. Mr. Fisher asked how this impacts cash flow situation. CFO Watkins said that we have enough to meet all of our needs, despite the lower passenger traffic. The Cares fund has help to offset payroll needs and we have more of those funds in reserve. Dr. DeSiato would like to increase the public's knowledge regarding how many safety protocols are in place at the airport and with our airline partners to display all the safety processes that have been put into place to help ease concerns. Councilor Jackson inquired about how much money was spent on all unexpected cleaning costs, marketing, etc. for COVID-19 related expenses and where were the funds taken from in the budget? CFO Watkins stated that we were fortunate to have some vacancies on our roster and were able to use those staffing vacancies to put toward offsetting those costs. CFO Watkins noted the new Grants Administrator is looking into further grant monies that could be utilized for the operation of the airport including FEMA opportunities. A discussion ensued regarding further impact to the airport if the numbers do not increase, Executive Director Terreri and CFO Watkins stated that we are in good financial position and that our audit was complete in a record time of 66 days. Because of the ability to do monthly closings and long-term analysis that was not previously done, we are in better position to monitor the finances closely.

Director Terreri moved on to the next topic which is the educational piece of the meeting. He presented information regarding the SRAA Airport Use & Lease Agreement and reviewed the agreement in detail. There are three types of models: residual models, compensatory agreements, and hybrid models. SYR falls in the hybrid model category. The goal is to move to a compensatory agreement which puts the airport in the most beneficial place for controls and allows common-use gates which is needed for airport growth. SYR has a hybrid agreement that allows gate use for other air carriers if those gates are not being used and helps provide equitable treatment for signatory and non-signatory airlines. The signatory airlines receive credit for financial overage at the end of the year and the non-signatory airlines pay a 15% surcharge for not joining as a signatory airline taking on cost risk along with the authority. Director Terreri and CFO Watkins explained the various allocation of cost centers and revenues and how these costs are broken out within the current agreement and shared revenue with the airlines. Non-aeronautical revenue is not shared such as parking, ground transportation or hotel. Historically, PRISM funds and other capital expenditures were not tracked in a specific cost center, but now will be budgeted properly and the financial books will be closed each month which will make it easier to see how things are tracking all year long instead of waiting until the end of the year to close out. The airlines need this information to make their decisions on ticket pricing and for us to establish appropriate rates and charges models. Currently the rates were incredibly high and then the airlines would get paid back large sums at the end of the year. Now that we know where we stand from a budgeting perspective, since we have re-done the entire accounting process, we will become more competitive. This nine-year agreement ends on June 30, 2025 with negotiations to start in 2023. A new process of holding Quarterly meetings is being set up to review these rates and charges instead of only having the meeting once per year for further transparency going forward.

Executive Session

Chair Gagliano invited a motion to go into executive session to discuss 1) matters pertaining to collective negotiations pursuant to Article 14 of the civil service law; 2) the sale or lease of real property; and 3) matters leading to the employment of a particular corporation.

Mr. Lazar made the motion and Mr. Fisher seconded the motion. Executive session began at 12:05 p.m.

Executive session ended at 1:00 p.m. No action was taken.

New Business

Mr. Frame left the meeting.

Resolution Authorizing the Submission to the Federal Aviation Administration of Amendments to Certain Approved Passenger Facility Charge Applications. Executive Director Terreri stated that they would like to amend the 2012 application to include some improvements in the terminal, jet bridges and various equipment purchases utilizing those funds.

Having no further discussion regarding this resolution, a motion was made by Mr. Fisher and seconded by Ms. Lazar.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

Resolution to Apply for Passenger Facility Charges

Having no further discussion regarding this resolution, a motion was made by Mr. Fisher and seconded by Ms. Gagliano.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

Amended Resolution: (1) Adopting the 2020-2021 Syracuse Regional Airport Authority Capital Budget; (2) Authorizing Executive Director and/or Chief Financial Officer to apply for and accept grant offers and enter into grant agreements with the Federal Aviation Administration and New York State Department of Transportation for such projects; (3) Enter into contracts to undertake and complete projects; (4) Authorizing expenditure of funds on projects

CFO Watkins explained the costs and funding sources for the Capital Budget and projects. The Finance Committee reviewed and supports bringing this to the board for vote. Having no further discussion regarding this resolution, a motion was made by Mr. Fisher and seconded by Ms. Gagliano.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

Resolution authorizing collective bargaining agreement between SRAA and Central and Northern NY Building Trades Council and signatory local unions, and transfer of Trades employees to Syracuse Regional Airport Authority employment.

Director Terreri was excited to share the news of this successful negotiation. Having no further discussion regarding this resolution, a motion was made by Mr. Lazar and seconded by Ms. Gagliano.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

Resolution approving the selection of Parking Management Services Provider; Authorizing negotiation of definitive Parking Management Services Agreement and Appointment of Authority liaison and point of contact for such negotiations and all services to be performed under parking management services agreement

Director Terreri explained the competitive process to select a new parking services provider, SP+ to operation SYR facilities. Vice Chair Fisher noted that he was on this selection committee and that the RFP was very detailed and it was a competitive process, that the committee did an excellent job rating

these proposals and that the recommendation was unanimous in support of this selection decision. Having no further discussion regarding this resolution, a motion was made by Mr. Fisher and seconded by Ms. Gagliano.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

Committee Reports and other updates

Minutes from most recent SRAA committee meetings were attached to the packet. No further reports were given.

- HR Committee
- Finance Committee
- Governance Committee

Adjournment

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

The meeting was adjourned at 1:35 p.m.

Minutes of the Annual Meeting of the Syracuse Regional Airport Authority

Friday, September 11, 2020

11:00 a.m. / John P. Walsh Conference Room and also via Conference Call/Teams

Pursuant to notice duly given and posted, the Annual Board meeting of the Syracuse Regional Airport Authority was called to order on Friday, September 11, 2020 at 11:02 a.m. in the Syracuse Regional Airport Authority's John P. Walsh Conference Room located in the Syracuse Hancock International Airport by Chair, Ms. Jo Anne Chiarenza 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:

Ms. Jo Anne Gagliano – Chair
Mr. William Fisher – Vice Chair
Dr. Shiu-Kai Chin – Finance Officer
Ms. Latoya Allen
Dr. Donna DeSiato
Mr. Michael Frame
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. Michael Mirizio
Mr. Robert Simpson
Mr. Michael Quill

Members Absent:

None

Also Present/Telephone Conference:

Onondaga County Executive Ryan McMahon
Mr. H. Jason Terreri
Mr. John T. Carni
Ms. Robin Watkins
Mr. Brian Dorman
Ms. Debi Marshall
Ms. Joanne Clancy
Ms. Cheryl Herzog

Mr. R. John Clark
Ms. Linda Ryan
Mr. John McCain
Ms. Selena Nicolson
Ms. Jennifer Sweetland
Ms. Elana Essig

Roll Call

As noted, all Board members were present.

Ms. Gagliano started by welcoming everyone to the scheduled Annual meeting of the Board at 11:02 a.m. Chair Gagliano invited everyone to join her in reciting the Pledge of Alliance in commemoration of this solemn day of 9/11.

Chair Gagliano shared her pride in the SYR airports' efforts, accomplishments and challenges during the past year with both record high travel numbers and then with the challenges of the COVID-19 pandemic. Chair Gagliano touted the formation of the Airport Accessibility Committee and thanked the SRAA Board and all staff who made it possible to continue the safe, secure operation of the airport during this time. Chair Gagliano advised that Executive Director Terreri will give an update on the state of the airport during this past year and welcomed and introduced Onondaga County Executive Ryan McMahon to the meeting.

Onondaga County Executive Ryan McMahon thanked everyone and acknowledged that everyone has gone through a lot during this past year with both unprecedented success at the airport and also the hope of re-building on that pre-pandemic success and getting to the back-end of this current challenge. CE McMahon reviewed with the group the positive steps the county has taken to help control the local outbreaks of the virus and he is excited for what is to come in the both the aviation and hospitality industries. CE McMahon stated how proud he is of our airport facility in SYR compared to other facilities and how far SYR has come recently. CE McMahon congratulated and thanked everyone for getting through the anxiety and public health and physical challenges we have faced with our families and community and he is looking forward to future success.

Presentation of the 2020 Annual Report to the Community

Executive Director Terreri thanked Chair Gagliano and the board for all of their assistance and County Executive Ryan McMahon for attending the meeting and offering thanks and encouraging words for our staff, board and community.

Director Terreri noted that this was the first full fiscal year that he has been at the airport and thanked the dedicated group at the airport for working so hard during what is the most challenging time in his lifetime so far with this pandemic. Director Terreri noted that SYR is coming through this and will recover with the continued help of the Chair, the board and most importantly all of the staff at the airport, whether it be SRAA staff, City of Syracuse Staff, our airline and rental car partners, custodial and operations staff, everyone especially who are essential employees at SYR and noted that this Annual Report to the Community for 2020 is dedicated to all of those professionals.

A three-decade record was set in 2019 of 2.5M passengers. SYR has service to 24 non-stop

destinations. Even during the pandemic, we have not lost any of these service routes. New social media campaigns have been sent out to encourage the economic recovery process at SYR and the community region we serve. Director Terreri works closely with the community on events such as Honor Flight, Holiday Concert Series, Arise, Red Cross Blood drives, and the PET Program and Fly Guide Volunteer programs here at the airport. Director Terreri recounted how SYR went from an overflow parking situation to less than 100 cars parked at the airport during the pandemic. In the month of April for example, SYR had 4,400 people going through the checkpoint, which roughly translates to the average passenger traffic number for just one day in an average month of April. The SRAA took advantage of this low traffic period to work on terminal, concourse and runway improvement projects that would have been more difficult to complete during an average passenger traffic time period such as work being done on floors, deep cleaning, and working with partners on airport and operational improvements.

While there was a massive drop off in passenger numbers in April, since that time, we are on track to return to our 2015 levels by December. The airlines are continuing to add service and frequencies and are recovering well at SYR. One thing that is unique about SYR is that our split is about 60% leisure and 40% business, which is a healthy split. SYR experienced the number-one most liked and shared social media post in our history with our “We SYRiously Miss You” campaign which simply reached out to our community to let them know that we care and are thinking about them during this difficult time. The airport let people know via social/media what our safety plans at the airport are which include misting machines, social distancing markers, hand sanitizer stations, and air being purified by new UV-C lighting through the air vent systems. Director Terreri announced the person who most deserved the Employee of the Year for 2020, Jeffrey Zawacki. Jeff, in the Trades group, has brought a tremendous amount of knowledge to the airport, suggested the UV-C lighting and fully installed it along with meeting with other airports and community partners such as Syracuse University to instruct them about how to utilize this additional safety measure. Because of Jeff’s suggestion and implementation, SYR set the trend and was recognized nationally in the Wall Street Journal and newspaper/media articles for our ground-breaking approach to pandemic safety.

Director Terreri continued to update the board and community on current events and operations at the airport and again thanked all frontline staff of the SRAA and the Department of Aviation with the City of Syracuse. He thanked everyone for their hard work and professionalism that kept the airport running safely for essential travelers. Director Terreri introduced new staff: CFO Robin Watkins; Stephanie Zumbuhl, Grants Administrator; R. John Clark, General Counsel; Anthony Catalbiano, HEM Crew Leader-Maintenance; Aireyanna Kennedy, Security Assistant; Selena Nicholson, Management Assistant; and Al Overend, Director of Public Safety. Additionally, a special welcome was given to the Local 400a who joined the SRAA as employees this year and to the Trades group who are in negotiations to help us meet our goal of creating a unified workforce.

Director Terreri shared with the group that other new ideas were implemented this year and as such quarterly Town Hall meetings for increased transparency to staff and serve as a forum for questions, engagement and ideas. He noted exciting things coming up such as Taxiway and runway improvements, concession refresh and expansion including a new wine/craft beer bar concept and a full-service Dunkin Donuts. A Strategic Plan effort is underway to plan for the next 5-10 years along with a Master Plan for the next 20 years. The SYR airport needs to be in position to support community growth. The Exit Portals are being replaced in the fall with new Exit Lane technology which increases ease of travel and addresses the complaints regarding the portals. SYR is continuing discussions with new service carriers and destinations with a continued focus on increasing services for our community.

For the first time ever, SYR partnered with United Airlines and with Wings for All for an amazing event with 23 families to have them experience the process of simulated airplane travel in a brand new United aircraft. SYR was recently notified that we have been recognized and are the recipient of the Arc of Onondaga Achievement Award. Director Terreri explained how SYR used our resources to create a “Find SYRenity” video project by partnering with I Love New York, New York’s Finger Lakes Tourism Alliance, Visit Syracuse and Oswego County. SYR funded this national campaign targeting appropriate markets as they come off quarantine lists to bring people to Upstate and Central New York for all the outdoor environments and activities the region has to offer to assist in the recovery of all our catchment communities. This video is available on all SYR social media and web pages.

Adjournment

Having no other topics to discuss at the annual meeting, Director Terreri thanked everyone for coming and invited those who would like to stay to participate in our Regular Meeting of the SRAA Board.

The meeting was adjourned at 11:25 a.m.

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Minutes of the Special Meeting of the Syracuse Regional Airport Authority

Tuesday, September 22, 2020

11:00 a.m. / SRAA Board Room and also via Conference Call/Teams Mtg.

Pursuant to notice duly given and posted, the special board meeting of the Syracuse Regional Airport Authority was called to order on Tuesday, September 22, 2020 at 11:02 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Ms. Jo Anne Chiarenza 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:

Ms. Jo Anne Gagliano – Chair
Dr. Shiu-Kai Chin – Finance Officer
Ms. Latoya Allen
Dr. Donna DeSiato
Mr. Michael Lazar
Mr. Michael Mirizio
Mr. Michael Quill

Members Absent:

Mr. Michael Frame
Mr. William Fisher – Vice Chair
Mr. Kenneth Kinsey
Mr. Robert Simpson

Also Present/Telephone Conference:

Mr. H. Jason Terreri
Mr. John T. Carni
Ms. Robin Watkins
Mr. Jason Mehl
Mr. Chip Clark, D’Arcangelo
Mr. Zachary Woodard, D’Arcangelo
Ms. Joanne Clancy
Ms. Cheryl Herzog

Roll Call

As noted, all Board members were present, other than Mr. Frame, Mr. Fisher, Mr. Kinsey and Mr. Simpson. Ms. Gagliano started by welcoming everyone to the Special meeting of the Board at 11:02 a.m.

New Business

No Executive Session was held.

Executive Director Terreri again thanked the board for agreeing to have this Special meeting of the Board and explained that the reason behind needing a special meeting which was not on the previously approved regular meeting schedule was because for the first time ever, the Syracuse Regional Airport Authority met the 90-day ABO requirement to submit our Audit findings. He also noted that the current board/committee calendar schedule was created last year in anticipation of a typical 120-day schedule, therefore the SRAA had to ask for a change to an earlier date than planned for the Audit Committee to meet and schedule a Special Board meeting to complete this major accomplishment. Going forward, our regular meeting schedule will be adjusted to always meet this 90-day requirement cycle.

Audit Chair, Dr. DeSiato thanked everyone for the great work and noted that the Audit committee unanimously is bringing their recommendation to this full board to approve the 2020 draft Audit as presented.

Mr. Chip Clark, from the D'Arcangelo firm, restated the contents and conclusions in their audit findings, recommendations and reports were explained in fuller detail to the SRAA Executive team and the SRAA Audit Committee which was held one hour prior to the start of this Special Meeting of the Board. He explained again that the status findings that the SRAA previously took 120 days to comply with audit requirements is noted again for 2019 but that notation will go away next year since the 90-day requirement will be met for the first time in 2020 and changes in practices will now allow that deadline to be met. Mr. Clark opened the floor for questions after his presentation.

Resolution approving the Fiscal Year End 2020 Draft Audit of the Syracuse Regional Airport Authority. Audit Chair again stated that there was a full, robust discussion of the audit findings during the previous Audit Committee meeting and that the Audit committee was unanimous in bringing forth their recommendation to approve the 2020 draft Audit as presented. Having no further discussion regarding this resolution, a motion was made by Mr. Lazar and seconded by Ms. Gagliano.

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

Executive Director reminded the board again that there will be no Audit Committee on October 23rd, prior to the next Regular Board meeting because this task is completed. Instead of that meeting, please hold that time for a press event for a Cares-Act funded project celebrating the opening of the new Exit Lanes replacing the old Exit Portals.

Adjournment

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

The meeting was adjourned at 11:33 a.m.

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|---|--|
| <u>Title</u> | Creation of New SRAA Positions: <ul style="list-style-type: none"> • Buyer • Accounts Receivable/Receiving Specialist • Accounts Payable Specialist |
| <u>Background</u> | <p>The City is currently providing services in the area of Finance. The Authority has begun a restructuring of the Finance division that allows for proper segregation of duties. Several City employees have resigned or retired, creating vacancies. This provides an opportunity to create new positions on the Authority's roster that best fit the needs of the organization.</p> |
| <u>Alternatives</u> | None |
| <u>Financial Impact</u> | <p>Minimal. The Authority is already reimbursing the City for these positions. There may be a minimal increase in salary for these new positions to ensure they fall within the local market for similar positions. However, the Authority will save money by decreased administrative fees to the City of Syracuse in the long term.</p> |
| <u>Strategic Purpose</u> | <p>These positions were identified as those that needed to be included in the Authority's organization chart to ensure proper handling of Authority finances, through proper segregation of duties. They will allow for a more streamlined workflow process in the Finance division to ensure the Authority is meeting its fiduciary responsibilities. Having these positions employed by the Authority is necessary to maintain full control of the work that is being conducted which is essential to the stability and growth of the Airport.</p> |
| <u>Management Recommendation</u> | Asking the Board to approve the creation of new positions. |

BUYER (SRAA)

DISTINGUISHING FEATURES OF THE CLASS

The work involves the responsibility of purchasing materials, supplies, equipment, and for the Syracuse Regional Airport Authority, along with contract administration, and MWBE/DBE administration. The Buyer is usually responsible for the purchase of complex commodities. Finalization of purchasing orders is done in consultation with the Finance Manager. This position is allowed a good degree of independence. Frequent communication with Authority division heads regarding the purchase of goods is typically associated with an employee in this class. General supervision is received from the Finance Manager. Does related work as required.

TYPICAL WORK ACTIVITIES

Interacts with vendors, tenants, and other outside parties during the negotiation/re-negotiation of contracts and other agreements.

Ensures that all contracts and agreements are prepared and administered in conformance with local, state, and federal requirements applicable to the Authority.

Conducts research and analysis and makes recommendations relating to the policies involving Authority contracts and agreements.

Corresponds frequently by phone and electronically with dealers, firms and suppliers to gain information and solve problems concerning materials, invoices and contacts, deliveries, substitutions, inquiries, price quotations, discrepancies in billing, misinterpretations or purchase orders and complaints.

Places verbal and written orders with vendors for supplies, materials and equipment after receiving requisitions from operating departments/divisions. Verbal orders entail phone or personal contact with supplier outlining verbally the type and quantity of commodity needed. Written orders entail completing a purchase order with aforementioned information.

Obtains through phone, mail electronic requests and personal visits, price quotations and studies comparative price quotations to insure greater economy in purchases.

Resolves problems of delivery, quality of contracted goods and services,

Studies price trends and market conditions for their effect on particular commodities.

May train personnel in other operating departments/divisions to order goods, complete purchase orders, deal with vendors and to accurately maintain a record of their purchasing accounts.

May develop, subject to the approval of the Finance Manager, new purchasing procedures.

Keeps lists and files such as price lists, quarterly lists of vendors used and amount of money spent on purchases, files of processed purchase orders, claims outstanding, uncompleted orders and delayed materials.

May write annual narrative reports for the Finance Manager identifying commodities ordered, amount of money spent, vendors used, problems encountered such as delayed delivery and substitutions made.

Participate in application MWBE/DBE and other State and Federal programs.

Performs difficult arithmetic computations on purchase requisition forms from operating departments ordering supplies and on bids from vendors.

May act as receptionist to answer department telephones or handle front desk tasks as required.

Performs other administrative and financial functions to support the accounting department as assigned.

FULL PERFORMANCE KNOWLEDGES, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS

Thorough knowledge of modern purchasing principles and practices and of business conditions

Good knowledge of office routines, methods, practices and terminology

Good knowledge of contract documents, specification content and bid requirements, and the contract bidding procedures

Good knowledge of basic budgetary practices and terminology

Good knowledge of the laws and rules relating to public purchasing

Ability to analyze and compare price quotations against the quality of the product

Ability to make arithmetic computations

Ability to understand and interpret written material

Ability to maintain and organize files and related records

Ability to keep records and write narrative reports

Ability to analyze and compare price quotations against the quality of the product

Ability to develop effective working relationships with both users and vendors

Ability to work professionally and respectfully with a diverse staff, contractors, and the public

Ability to express oneself effectively both orally and in writing

Ability to effectively work with a variety of office machines such as calculators and computers with word processing software, financial spreadsheets, and financial software programs

MINIMUM QUALIFICATIONS

Open Competitive:

- A) Graduation from a regionally accredited or New York State registered college or university with a baccalaureate degree in retail sales management, marketing, purchasing, materials management, business administration, accounting, or economics; or,
- B) Three (3) years of work experience, or its part time equivalent in the purchase or ordering of a variety of commodities on a moderately large scale or in retail sales involving item pricing or cost analysis of items or goods; or processing purchase orders, invoices, and requisitions for the procurement of a variety of commodities.
- C) An equivalent combination of training and experience as defined by the limits of (A) and (B).

DRAFT

RESOLUTION CREATING THE POSITION OF BUYER FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY

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

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

WHEREAS, the Authority desires to create the position of Buyer to be responsible for purchasing materials, supplies, equipment along with contract administration and M/WBE administration and related work as required; and

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

WHEREAS, the New York State and Local Employees' Retirement System requires certain specific language be included in such resolutions concerning the title of new positions being created and the standard workday for such new positions.

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

RESOLVED, that the Board of the Syracuse Regional Airport Authority, location code 51482, hereby creates the following position with the following as standard work days for such position and will report days worked to the New York State and Local Employees' Retirement System based on the time keeping system or the record of activities maintained and submitted by these members to the clerk of this body:

| Position Title | Standard Work (Hrs/Day) |
|----------------|----------------------------|
|----------------|----------------------------|

| | |
|-------|------------|
| Buyer | 7.25 hours |
|-------|------------|

, and it is further

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

RESOLUTION ADOPTED

DATE: **October __, 2020**

VOTE: *Ayes* ____ *Nays* ____ *Abstentions* ____

SIGNED: _____
Secretary

#

ACCOUNTS PAYABLE SPECIALIST (SRAA)

DISTINGUISHING FEATURES OF THE CLASS

This is an intermediate financial position which provides financial, administrative and clerical support to the Syracuse Regional Airport Authority Finance division. This role is responsible for preparing and processing payments for vendor invoices and other financial obligations in accordance with internal accounting policies. This position reviews purchase orders, statements, and invoices to verify amounts owed, reconciling invoices. This position also highlights the day-to-day administration of all payment cycle activities in a timely and efficient manner. Work is also subject to periodic audit. Does related work as required.

TYPICAL WORK ACTIVITIES

- Process check requests and expense reports on a regular basis
- Accurately review, code, and process vendor invoices
- Perform monthly reconciliations
- Maintain vendor accounts in an accurate and organized manner while staying in compliance with Authority policies and procedures
- Perform data entry associated with accounts payable
- Review and reconcile invoice and vendor statement discrepancies
- Audit and process credit card bills
- Address and respond to vendor inquiries
- Keeping track of all payments and expenditures, including purchase orders, invoices, statements, etc.
- Reconciling processed work by verifying entries and comparing system reports to balances
- Maintaining historical records
- Paying vendors by processing checks, ACH and positive pay file submissions and ensuring payment is received for outstanding credit
- Preparing analyses of accounts and producing monthly reports
- Maintains a varied and complex set of accounting records, posts entries to these books from supporting records, makes adjustment entries
- Provides recommendations to the Finance Manager to establish new, and effective accounts payable procedures.
- Provides general administrative support by assisting with mail, and front desk duties on occasion
- Provides other administrative and financial functions to support the accounting department as assigned

FULL PERFORMANCE KNOWLEDGES, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS

- Good knowledge of general accounting principles and procedures and ability to apply such knowledge to accounting transactions.
- Experience using financial accounting software
- Working knowledge of office methods and procedures and familiarity with the use of standard office equipment, including Windows and Microsoft Office Suite
- Working knowledge of the general principles of public finances administration, including budgeting and financial reporting.
- Ability to prepare complete and accurate accounting reports and statements of some complexity.
- Ability to perform detailed work including written or numeric data and to make arithmetic calculations rapidly and accurately.
- Ability to enter data in a timely and accurate manner
- Ability to follow complex oral and written instructions.
- Ability to work independently and prioritize tasks
- Ability to stay well-organized and meet deadlines
- Strong analytical and problem-solving skills
- Ability to work professionally and respectfully with a diverse staff, contractors, and the public

MINIMUM QUALIFICATIONS

A. Graduation from a regionally accredited college or university or one accredited by the New York State Board of Regents to grant degrees with a baccalaureate degree in accounting; and one (1) year of experience in accounting, financial auditing, or accounts payable; or,

B. Graduation from a regionally accredited college or university or one accredited by the New York State Board of Regents to grant degrees with a associates degree in accounting three (3) years of experience in accounting, financial auditing, or accounts payable, or its part time equivalent; or

C. An equivalent combination of education and experience as defined by the limits of (A) and (B).

#

#

**RESOLUTION CREATING THE POSITION OF ACCOUNTS PAYABLE
SPECIALIST FOR THE SYRACUSE REGIONAL AIRPORT
AUTHORITY**

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

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

WHEREAS, the Authority desires to create the position of Accounts Payable Specialist to be responsible for preparing and processing payments for vendor invoices and other financial obligations in accordance with internal accounting policies and reviewing purchase orders, statements and invoices to verify amounts owed; and

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

WHEREAS, the New York State and Local Employees' Retirement System requires certain specific language be included in such resolutions concerning the title of new positions being created and the standard workday for such new positions.

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

RESOLVED, that the Board of the Syracuse Regional Airport Authority, location code 51482, hereby creates the following position with the following as standard work days for such position and will report days worked to the New York State and Local Employees' Retirement System based on the time keeping system or the record of activities maintained and submitted by these members to the clerk of this body:

| Position Title | Standard Work (Hrs/Day) |
|-----------------------------|----------------------------|
| Accounts Payable Specialist | 7.25 hours |

, and it is further

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

RESOLUTION ADOPTED

DATE: **October __, 2020**

VOTE: *Ayes* ____ *Nays* ____ *Abstentions* ____

SIGNED: _____
Secretary

#

ACCOUNTS RECEIVABLE/RECEIVING SPECIALIST (SRAA)

DISTINGUISHING FEATURES OF THE CLASS

The work involves performance of technical tasks or administrative tasks in the Syracuse Regional Airport Authority Finance department, specifically in the areas of accounts receivable and receiving. Routine duties are performed in accordance with general directions regarding objectives, policies and procedures of the office while more complex problems are discussed with a superior.

TYPICAL WORK ACTIVITIES

- Performs professional duties in the area of fiscal management. May monitor department spending at regular intervals throughout the fiscal year to examine spending trends, assess department needs and problems.
- Posts to journals or subsidiary ledgers in ERP from records of disbursements, invoices for purchases, payroll, receipts, or any other original entry media, either manually or by use of a data upload.
- Receives remittances or fees by mail or in person; verifies amount, issue receipts, computes interest and penalties where applicable, post amounts to appropriate ledgers.
- Analyzes and follows up with customers on discrepancies between amounts owed and payments received.
- Generates reports from ERP system to review and follow up on outstanding accounts receivables.
- Processes packing lists from vendor deliveries, posting receipts in ERP system and monitoring deliveries for approved quantities, costs and delivery dates.
- Follows up on any discrepancies, backorders or outstanding items with vendors or department heads.
- Works with Departments on missing pack lists or outstanding purchase orders.
- Assists in maintaining budget records in ERP system.
- Performs other administrative and financial functions to support the accounting department as assigned

FULL PERFORMANCE KNOWLEDGES, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS

- Good knowledge of office terminology, procedures and methods;
- Good knowledge of business arithmetic and English;
- Good knowledge of Microsoft Office programs, including Excel and Word.
- Good knowledge of ERP or general ledger systems.
- Good knowledge of GAAP accounting principles and modern practices of record keeping and budget control.
- Good knowledge the character of relationships between departments and between external organizations.
- Ability to understand and carry out complex oral and written instructions.
- Ability to prepare correspondence and reports.
- Ability to present oral and written reports clearly and concisely.
- Ability to secure the cooperation of others.
- Ability to work professionally and respectfully with a diverse staff, contractors, and the public

MINIMUM QUALIFICATIONS:

A. Graduation from a regionally accredited college or university or one accredited by the New York State Board of Regents to grant degrees with a baccalaureate degree in accounting; and one (1) year of experience in accounting, financial auditing, or accounts payable; or,

B. Graduation from a regionally accredited college or university or one accredited by the New York State Board of Regents to grant degrees with a associates degree in accounting three (3) years of experience in accounting, financial auditing, or accounts payable, or its part time equivalent; or

C. Or an equivalent combination of education and experience as defined by the limits of (A) and (B).

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**RESOLUTION CREATING THE POSITION OF ACCOUNTS
RECEIVABLE/RECEIVING SPECIALIST FOR THE SYRACUSE
REGIONAL AIRPORT AUTHORITY**

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

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

WHEREAS, the Authority desires to create the position of Accounts Receivable/Receiving Specialist to be responsible for performance of technical or administrative tasks in the Authority's Finance Department in the areas of accounts receivable and receiving; and

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

WHEREAS, the New York State and Local Employees' Retirement System requires certain specific language be included in such resolutions concerning the title of new positions being created and the standard workday for such new positions.

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

RESOLVED, that the Board of the Syracuse Regional Airport Authority, location code 51482, hereby creates the following position with the following as standard work days for such position and will report days worked to the New York State and Local Employees' Retirement System based on the time keeping system or the record of activities maintained and submitted by these members to the clerk of this body:

| Position Title | Standard Work (Hrs/Day) |
|---|----------------------------|
| Accounts Receivable/Receiving Specialist | 7.25 hours |

, and it is further

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

RESOLUTION ADOPTED

DATE: **October __, 2020**

VOTE: *Ayes* ____ *Nays* ____ *Abstentions* ____

SIGNED: _____
Secretary

GROUND TRANSPORTATION AND PARKING MANAGER

DISTINGUISHING FEATURES OF THE CLASS

The work involves responsibility the management and enforcement of ordinances, rules and regulations pertaining to ground transportation and parking services at Syracuse Hancock International Airport. This position will oversee the Ground Transportation program and manage the Parking Management contract, which includes parking deck, surface lot, rental car facilities, and employee parking lots. This work includes monitoring complex contract provisions for parking services, including monitoring contractor's procedural compliance with contract provisions, processing of contracts and related payments and documenting performance. The work also involves monitoring the activities of ground transportation operators at the airport to ensure the proper provision of contractual services. An employee in this class is expected to anticipate periods of increased passenger traffic and to adjust available transportation service accordingly. Under general supervision of the Chief Operations Officer, an employee in this class exercises independent judgement, tact and diplomacy when dealing with ground transportation providers and parking management company to obtain compliance with airport regulations and with providing guidance and customer service to the general public. Does related work as required.

TYPICAL WORK ACTIVITIES

Serves as the primary contact for the public and airport tenants for airport parking policy, procedure, and ordinances.

Manages the Ground Transportation permit process, reviews applications, approves permits, and issues permits, properly communicating with the applicant as necessary through the process.

Oversees the parking management contract and contracts with TNCs, serving as the airport liaison to the vendors to ensure compliance with the contracts.

Administers ordinances and polices related to public parking fees and all related correspondence

Inspects ground transportation vehicles to ensure that they are properly licensed and authorized to operate at the airport.

Inspects vehicles for ongoing compliance with current vehicle equipment requirements.

Monitors the arrival and departure of transportation carriers required to maintain scheduled operations and record exceptions to schedules.

Gathers data relating to parking facility usage and performs regular analysis, including month-to-month, year-to-year, peak usage, and other necessary reports.

Keeps a record of number of passengers in departing vehicles, specifically those operating on a contract basis and paying a head charge.

During peak periods of passenger traffic, contacts ground transportation operators to increase ground transportation service.

Ensures that drivers of various ground transportation vehicles conform to regulations regarding loitering or entering the baggage wing of the terminal.

Supervises and participates in informing the public of various ground transportation services, places of interest, etc.

Conducts investigations, appropriately and in conjunction with airport security and law enforcement, of incidents concerning violations that pertain to rules and regulations of the airport ground transportation program.

Assesses public parking needs and makes recommendations to enhance customer service and the efficiency of airport parking operations

Analyzes ground transportation and parking facility needs, and develops request for the annual budget

Inspects parking facilities and identifies maintenance/upgrades needed, communicating those to the appropriate parties, including the parking management company.

Prepares a variety of reports regarding ground transportation activities and violations of ordinances, laws or regulations.

Answers inquiries and complaints from customers regarding ground transportation, parking operations, parking regulations, and traffic concerns and citations,

Manages the records for ground transportation and parking operations in compliance with the Authority's records retention schedule.

Performs other related duties as assigned.

FULL PERFORMANCE KNOWLEDGES, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS

Good knowledge of the ability to interpret and enforce the ordinances, rules and regulations pertaining to ground transportation and parking operations at the airport.

Principles and practices of contract administration.

Knowledge of basic accounting principles and practices.

Knowledge of project management skills.

Ability to exercise good judgement when administering applicable ordinances, rules and regulations, and when dealing with emergency situations.

Ability to maintain professional and respectful working relationships with diverse ground transportation operators, airport security officers, law enforcement, airport tenants and vendors, and airport staff.

Ability to be informative and tactful when dealing with the general public.

Ability to prepare a variety of written reports.

Ability to supervise in a manner conducive to full performance.

Ability to effectively communicate verbally and in writing.

Strong analytical and problem-solving skills.

Ability to plan and coordinate multiple programs and activities.

Ability to understand and follow oral and written instructions.

Working knowledge of office methods and procedures and familiarity with the use of standard office equipment, including Windows and Microsoft Office Suite

Ability to work independently and prioritize tasks

Ability to stay well-organized and meet deadlines

Physical condition commensurate with the demands of the position.

PREFERRED QUALIFICATIONS

Previous experience working in a security, law enforcement, public safety, airport administration, military, and/or transportation position.

MINIMUM QUALIFICATIONS

A. Graduation from a regionally accredited or New York State registered college or university with an Associate's degree, and three (3) years of work experience, or its part time equivalent, in transportation, parking management, public safety or security management/operations, or other experience related to the management of business operations that involves the management of a licensing program and/or business contracts; or.

B. Completion of sixty (60) semester credit hours and three (3) years of work experience, or its part time equivalent, as described in (A) above; or,

C. Five (5) years of work experience, or its part time equivalent, as described in (A) above; or,

D. An equivalent combination of training and experience as defined by the limits of (A), (B), and (C) above;

Note: Military work experience in transportation, parking management, public safety or security management/operations, or other related area may be substituted for educational requirements.

9/30/2020 draft

**RESOLUTION CREATING THE POSITION OF GROUND
TRANSPORTATION AND PARKING MANAGER FOR THE SYRACUSE
REGIONAL AIRPORT AUTHORITY**

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

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

WHEREAS, the Authority desires to create the position of Ground Transportation and Parking Manager to be responsible for the management and enforcement of ordinances, rules and regulations pertaining to ground transportation and parking services at Syracuse Hancock International Airport. This position will oversee the Ground Transportation program and manage the Parking Management contract, which includes parking deck, surface lot, rental car facilities, and employee parking lots; and

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

WHEREAS, the New York State and Local Employees' Retirement System requires certain specific language be included in such resolutions concerning the title of new positions being created and the standard workday for such new positions.

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

RESOLVED, that the Board of the Syracuse Regional Airport Authority, location code 51482, hereby creates the following position with the following as standard work days for such position and will report days worked to the New York State and Local

Employees' Retirement System based on the time keeping system or the record of activities maintained and submitted by these members to the clerk of this body:

| Position Title | Standard Work (Hrs/Day) |
|--|----------------------------|
| Ground Transportation and Parking Manager | 7.25 hours |

, and it is further

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

RESOLUTION ADOPTED

DATE: **October __, 2020**

VOTE: *Ayes* ____ *Nays* ____ *Abstentions* ____

SIGNED: _____
Secretary

MISSION COMPILATION DRAFT

As the premier airport located at the crossroads of Central New York, the **MISSION** of the Syracuse Hancock International Airport, and its inclusive, dedicated workforce is to provide a safe, convenient, and seamless passenger experience that exceeds customer expectations and optimizes the economic opportunity, development, and growth within the region.

VISION COMPILATION DRAFT

The **VISION** of the Syracuse Hancock International Airport is to be recognized as a legendary, best-in-class airport for elevating the customer experience, promoting environmentally sustainable initiatives, and being on the forefront of technological advancements in aviation, all while promoting economic growth and prosperity as the airport of choice within Central New York.

VALUES COMPILATION DRAFT

The Syracuse Hancock International Airport holds these **VALUES** as core to its Culture, Mission, and Vision:

- Safety & Security
- Building Relationships
 - Community connection and stakeholder engagement
 - Employees trust and buy-in
 - Tenant partnership and mutual benefit
- Trust & Transparency
- Reliability & Responsiveness
- Innovation & Technology Advancement
- Environmental Sustainability
- Independent Financial Strength & Stability
- Diversity & Inclusion

Resolution No. ___ 202_

**RESOLUTION APPROVING SINGLE ROLL CALL VOTE FOR MULTIPLE
RESOLUTIONS FOR MEETING OF _____, 202_ OF THE SYRACUSE
REGIONAL AIRPORT AUTHORITY**

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

WHEREAS, under the Authority’s Bylaws, Roberts Rules of Order Newly Revised (“RONR”)¹ governs the procedural conduct of Authority Board meetings; and

WHEREAS, RONR authorizes the use of a single roll call vote for multiple resolutions in order to expedite a meeting; and

WHEREAS, at a meeting of the Board held on _____, 202_ multiple resolutions as listed on the Agenda were presented to and considered by the Board for approval.

NOW, THEREFORE, BE IT RESOLVED, that the Board of the Syracuse Regional Airport Authority by single roll call vote hereby approves the resolutions as shown on Schedule “A” annexed to this Resolution.

RESOLUTION ADOPTED DATE: _____, 202_

VOTE: *Ayes* _____ *Nays* _____ *Abstentions* _____

SIGNED: _____
Secretary

¹ Refers to the edition of Roberts Rules of Order currently in effect.

SCHEDULE A

**RESOLUTION AMENDING SYRACUSE REGIONAL AIRPORT
AUTHORITY GOVERNANCE COMMITTEE CHARTER AND
DISSOVING BOARD DEVELOPMENT COMMITTEE**

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

WHEREAS, pursuant to Section 2799-ggg(4) of New York Public Authorities Law, as amended, the Authority adopted Organizational By-Laws for the organization and management of the Authority; and

WHEREAS, the New York State Authorities Budget Office recommends that public authorities, such as the Authority, adopt a charter for their Governance Committee; and

WHEREAS, by Resolution __ of 2016 the Authority adopted a charter for its Governance Committee; and

WHERAS, after its most recent annual review of the Authority’s standing committee charters, the Governance Committee has determined that the Governance Committee should assume the Board development responsibilities of the Board Development Committee and that that Governance Committee Charter be amended to incorporate relevant Board development provisions and that the Board Development Committee should then be dissolved.

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

RESOLVED that the Authority hereby amends the Governance Committee Charter as shown on the draft amended Governance Committee Charter attached to and made a part of this Resolution effective immediately; and

BE IT FURTHER RESOLVED that the Board Development Committee is hereby dissolved.

Resolution Adopted Date: October __, 2020.

Vote: Ayes ____ Nays: ____ Abstentions: ____.

Signed: _____.
Secretary

letter. The preamble, regardless of how many paragraphs it has, should never contain a period. Each of its paragraphs should close with a semicolon, followed, in the case of the next to the last paragraph, by the word “and” (which is optional for the preceding paragraphs also). The last paragraph of the preamble should close with a semicolon, after which a connecting expression such as “therefore” or “therefore, be it” or “now, therefore, be it” is sometimes added. When one of these phrases is included, no punctuation should follow it, and it should always be placed at the end of the preamble paragraph, never at the beginning of the resolving paragraph, thus:

Whereas, The ... [text of the preamble]; now, therefore, be it *Resolved*, That ... [stating action to be taken].

A resolution is often more forceful with a minimum of connecting words, however, as in the earlier examples above.

10:22 The word “*Resolved*” is underlined or printed in italics, and is followed by a comma and the word “That”—which begins with a capital “T.” If there is more than one resolving clause, each of them should be a separate paragraph. Unless the paragraphs are numbered as in the alternative form described below, each paragraph begins with the words “*Resolved*, That,” just as the first resolving clause. Each resolving paragraph may close with a semicolon (followed by the word “and” at least in the case of the next to the last, as in the example already shown); or each resolving paragraph may end with a period. A resolving paragraph should not contain a period within its structure, though observance of this rule is becoming less strict. As an alternative form, separate paragraphs, except the first, may be numbered and begin with the word “That”—as follows:

Resolved, That ...

2. That ...

3. That ...

10:23 (For the format used in a *platform*, see 59:76–77.)

10:24 **Orders (Instructions to Employees).** In organizations with employees, the assembly or the board can give instructions to an employee in the form of an *order*, which is written just as a resolution except that the word “*Ordered*” is used in place of the word “*Resolved*.” An example would be: “*Ordered*, That the steward obtain impoundment of all unauthorized vehicles found parked on the club premises.”

10:25 **Series of Resolutions Offered by a Single Main Motion.** If a single composite proposal for taking a number of actions in reference to a particular subject has too many elements to be conveniently written into one resolution (even of several clauses), it can be set forth in a series of separate resolutions that can be numbered and offered by means of a single main motion, thus: “Mr. President, I move the adoption of [or “I offer”] the following resolutions: ...” Such a series of resolutions can include orders as described above. In the case of a series of resolutions relating to a single subject, if members desire one or more of the resolutions to be considered separately, the motion for *Division of a Question* (27) must be made and adopted by a majority vote. Sometimes a series of independent resolutions relating to completely different subjects is offered by a single main motion in the same way. In the latter case—where the subjects are independent—any resolution in the series must be taken up and voted on separately at the demand of a single member. Such a demand can be made even when another has the floor, at any time until the vote has been taken on adopting the series. A member wishing to make this demand rises and says, for example, “Mr. President, I call for a separate vote on Resolution No. 2.”

Main Motions That Are Not in Order

10:26 Below are stated a number of characteristics or conditions that cause a particular main motion to be out of order, and—



GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the **Syracuse Regional Airport Authority** (the “Authority”), a public benefit corporation established under the laws of the State of New York, on the 9th day of September, 2011.

ARTICLE I PURPOSE

Section 1.1 Pursuant to Article VI, Section 6.3.2 of the Authority’s By-Laws, the purpose of the Governance Committee is to assist the Authority by:

1. Keeping the Authority informed of current best practices in corporate governance;
2. Reviewing corporate governance trends for their applicability to the Authority;
3. Updating the Authority’s corporate governance principles and governance practices;
4. Advising those responsible for appointing members to the Authority on the skills, qualities and professional or educational experiences necessary to be effective Authority members; and
5. Overseeing the development, education and training of members of the Board of the Authority and its various committees;
6. Keeping the Board informed of current best practices in Board member development, administration and management; and
7. Any other tasks assigned to it by this Charter or Section 2824(7) of New York Public Authorities Law, as amended.

ARTICLE II ORGANIZATION OF THE COMMITTEE

Section 2.1 **Composition of Committee; Appointment of Members.**

The Governance Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.2 of the Authority's By-Laws. The Governance Committee shall consist of at least three (3) members of the Authority who are independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended. The Authority will appoint the Governance Committee members and the Chair of the Authority will designate the Governance Committee Chair.

Section 2.2 Qualifications of Committee Members.

Governance Committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Governance Committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

Ideally, all members on the Governance Committee shall be knowledgeable or become knowledgeable in matters pertaining to governance.

ARTICLE III DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

Section 3.1 Responsibilities.

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Authority's corporate governance principles and practices; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

Section 3.2 Duties.

The Authority has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from Authority staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.

3. Solicit at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Authority's adopted procurement guidelines per Section 2879 of New York Public Authorities Law, as amended, and to present such contracts to the Authority for its approval.
4. Solicit information, input and recommendations from Board members and other appropriate sources regarding recommendations to the Mayor of the City of Syracuse concerning such public officers' appointment of the chair of the Board and successor chairs of the Board as provided for in the Enabling Act. In connection therewith, the Committee shall timely solicit such information and recommendations in order that it may confer with the Board concerning the Committee's recommendation and convey such chair recommendation(s) as are approved by the Board to the Mayor of the City of Syracuse at least six (6) months prior to the expiration the term of a sitting Board chair, or in the case of an actual or anticipated premature vacancy of the position of Board chair, as soon as is practically possible under the circumstances.

Section 3.3 Corporate Governance Principles and Practices.

The Governance Committee shall:

1. Develop and recommend Corporate Governance Principles for adoption by the Authority.
2. After the Authority's adopts Corporate Governance Principles, develop the Authority's governance practices based upon the adopted Authority Corporate Governance Principles. These practices should address transparency, independence, accountability, fiduciary responsibilities and management oversight.
3. Develop and recommend to the Authority the number and structure of committees to be created by the Authority.
4. Develop and recommend Board member development, administration and management principles and practices for adoption by the Authority.
5. Review on a regular basis and recommend to the Board updates as necessary to the Authority's Board member development principles, practices and policies.
6. Develop and recommend to the Authority any required revisions to the Authority's written policies as they pertain to Board member development principles and practices.
7. Obtain any information and training needed to enhance Board members' understanding of the current best practices in Board member development, administration and management trends.

8. Annually review, assess and make necessary changes to Board member development, administration and management principles and practices.

Section 3.4 Member Training and Self-Evaluations.

The Governance Committee shall:

1. Develop and provide recommendations to the Authority regarding member education, including new member orientation and regularly scheduled member training to be obtained from state-approved trainers.
2. Develop and provide recommendations to the Authority on member performance evaluations, including coordination and oversight of such evaluations and selfevaluations of members, the Authority, Authority senior management and the Authority's committees in the Authority's overall governance process.
3. Develop the competencies and personal attributes required of members to assist those authorized to appoint members to the Authority in identifying qualified individuals.

Section 3.5 Evaluation of the Authority's Policies.

The Governance Committee shall:

1. Review on a regular basis, and recommend to the Authority and the City of Syracuse updates as necessary to the City of Syracuse code of ethics, which is applicable to the Authority per the Authority's enabling statute and addresses conflicts of interest.
2. Develop and recommend to the Authority any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
3. Develop and recommend to the Authority any required revisions to the Authority's equal opportunity and affirmative action policies.
4. Develop and recommend to the Authority any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
5. Develop and recommend to the Authority any required updates on the Authority's written policies regarding the disposition of real and personal property.
6. Develop and recommend to the Authority any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business

of the Authority, such as the Authority's By-Laws. The Governance Committee will oversee the implementation and effectiveness of the By-Laws and other governance documents and recommend modifications as needed.

Section 3.6 Other Duties and Responsibilities of the Governance Committee.

The Governance Committee shall:

1. Present annually to the Authority a written report of how it has discharged its duties and met its responsibilities as outlined in this Charter.
2. Obtain any information and training needed to enhance the Governance Committee members' understanding of the current best practices in corporate governance and corporate governance trends.
3. Review the Governance Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority. The Governance Committee Charter will be updated as applicable laws, regulations and corporate governance standards change.
4. Annually review, assess and make necessary changes to the Corporate Governance Principles and governance practices.
5. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

Section 3.7 Reports

The Governance Committee shall:

1. Report its actions and recommendations to the Authority at regular meetings of the Authority.
2. Report to the Authority, at least annually, regarding any proposed changes to the Governance Committee Charter, Corporate Governance Principles and governance practices.
3. Provide a self-evaluation of the Governance Committee's duties and responsibilities on an annual basis.

Section 3.8 Resources.

The Authority will ensure that the Governance Committee has sufficient resources to carry out its duties and responsibilities.

ARTICLE IV MEETINGS

Section 4.1 Number.

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the duties and responsibilities outlined in the Charter.

Section 4.2 Attendance.

Members of the Governance Committee are expected to attend each committee meeting, in person or via videoconference. The Audit Committee may invite other individuals, such as members of management, in-house or outside counsel and technical experts to attend meetings and provide pertinent information, as necessary.

Section 4.3 Meeting Agendas.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members along with briefing materials five (5) business days before the scheduled Governance Committee meeting. The Governance Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Section 4.4 Rules of Procedure.

All meetings of the Governance Committee shall be conducted in accordance with Roberts Rules of Order, current edition.

Section 4.5 Open Meetings Law.

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

As amended by Resolution No. ___ of 2020



GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the **Syracuse Regional Airport Authority** (the “Authority”), a public benefit corporation established under the laws of the State of New York, on the 9th day of September 2011, and updated on the 23rd day of October 2020.

ARTICLE I PURPOSE

Section 1.1 Pursuant to Article VI, Section 6.3.2 of the Authority’s By-Laws, the purpose of the Governance Committee is to assist the Authority by:

1. Keeping the Authority informed of current best practices in corporate governance;
2. Reviewing corporate governance trends for their applicability to the Authority;
3. Updating the Authority’s corporate governance principles and governance practices;
4. Advising those responsible for appointing members to the Authority on the skills, qualities and professional or educational experiences necessary to be effective Authority members; and
5. Overseeing the development, education and training of members of the Board of the Authority and its various committees;
6. Keeping the Board informed of current best practices in Board member development, administration and management; and
7. Any other tasks assigned to it by this Charter or Section 2824(7) of New York Public Authorities Law, as amended.

ARTICLE II ORGANIZATION OF THE COMMITTEE

Section 2.1 Composition of Committee; Appointment of Members

The Governance Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.2 of the Authority's By-Laws. The Governance Committee shall consist of at least three (3) members of the Authority who are independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended. The Authority will appoint the Governance Committee members and the Chair of the Authority will designate the Governance Committee Chair.

Section 2.2 Qualifications of Committee Members

Governance Committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Governance Committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

Ideally, all members on the Governance Committee shall be knowledgeable or become knowledgeable in matters pertaining to governance.

ARTICLE III DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

Section 3.1 Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Authority's corporate governance principles and practices; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

Section 3.2 Duties

The Authority has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from Authority staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.

3. Solicit at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Authority's adopted procurement guidelines per Section 2879 of New York Public Authorities Law, as amended, and to present such contracts to the Authority for its approval.
4. Solicit information, input and recommendations from Board members and other appropriate sources regarding recommendations to the Mayor of the City of Syracuse concerning such public officers' appointment of the chair of the Board and successor chairs of the Board as provided for in the Enabling Act. In connection therewith, the Committee shall timely solicit such information and recommendations in order that it may confer with the Board concerning the Committee's recommendation and convey such chair recommendation(s) as are approved by the Board to the Mayor of the City of Syracuse at least six (6) months prior to the expiration the term of a sitting Board chair, or in the case of an actual or anticipated premature vacancy of the position of Board chair, as soon as is practically possible under the circumstances.

Section 3.3 Corporate Governance Principles and Practices

The Governance Committee shall:

1. Develop and recommend Corporate Governance Principles for adoption by the Authority.
2. After the Authority's adopts Corporate Governance Principles, develop the Authority's governance practices based upon the adopted Authority Corporate Governance Principles. These practices should address transparency, independence, accountability, fiduciary responsibilities and management oversight.
3. Develop and recommend to the Authority the number and structure of committees to be created by the Authority.
4. Develop and recommend Board member development, administration and management principles and practices for adoption by the Authority.
5. Review on a regular basis and recommend to the Board updates as necessary to the Authority's Board member development principles, practices and policies.
6. Develop and recommend to the Authority any required revisions to the Authority's written policies as they pertain to Board member development principles and practices.

7. Obtain any information and training needed to enhance Board members' understanding of the current best practices in Board member development, administration and management trends.
8. Annually review, assess and make necessary changes to Board member development, administration and management principles and practices.

Section 3.4 Member Training and Self-Evaluations

The Governance Committee shall:

1. Develop and provide recommendations to the Authority regarding member education, including new member orientation and regularly scheduled member training to be obtained from state-approved trainers.
2. Develop and provide recommendations to the Authority on member performance evaluations, including coordination and oversight of such evaluations and self-evaluations of members, the Authority, Authority senior management and the Authority's committees in the Authority's overall governance process.
3. Develop the competencies and personal attributes required of members to assist those authorized to appoint members to the Authority in identifying qualified individuals.

Section 3.5 Evaluation of the Authority's Policies

The Governance Committee shall:

1. Review on a regular basis and recommend to the Authority and the City of Syracuse updates as necessary to the City of Syracuse code of ethics, which is applicable to the Authority per the Authority's enabling statute and addresses conflicts of interest.
2. Develop and recommend to the Authority any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
3. Develop and recommend to the Authority any required revisions to the Authority's equal opportunity and affirmative action policies.
4. Develop and recommend to the Authority any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
5. Develop and recommend to the Authority any required updates on the Authority's written policies regarding the disposition of real and personal property.

6. Develop and recommend to the Authority any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority, such as the Authority's By-Laws. The Governance Committee will oversee the implementation and effectiveness of the By-Laws and other governance documents and recommend modifications as needed.

Section 3.6 Other Duties and Responsibilities of the Governance Committee.

The Governance Committee shall:

1. Present annually to the Authority a written report of how it has discharged its duties and met its responsibilities as outlined in this Charter.
2. Obtain any information and training needed to enhance the Governance Committee members' understanding of the current best practices in corporate governance and corporate governance trends.
3. Review the Governance Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority. The Governance Committee Charter will be updated as applicable laws, regulations and corporate governance standards change.
4. Annually review, assess and make necessary changes to the Corporate Governance Principles and governance practices.
5. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

Section 3.7 Reports

The Governance Committee shall:

1. Report its actions and recommendations to the Authority at regular meetings of the Authority.
2. Report to the Authority, at least annually, regarding any proposed changes to the Governance Committee Charter, Corporate Governance Principles and governance practices.
3. Provide a self-evaluation of the Governance Committee's duties and responsibilities on an annual basis.

Section 3.8 Resources

The Authority will ensure that the Governance Committee has sufficient resources to carry out its duties and responsibilities.

ARTICLE IV MEETINGS

Section 4.1 Number

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the duties and responsibilities outlined in the Charter.

Section 4.2 Attendance

Members of the Governance Committee are expected to attend each committee meeting, in person or via videoconference. The Audit Committee may invite other individuals, such as members of management, in-house or outside counsel and technical experts to attend meetings and provide pertinent information, as necessary.

Section 4.3 Meeting Agendas

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members along with briefing materials five (5) business days before the scheduled Governance Committee meeting. The Governance Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Section 4.4 Rules of Procedure

All meetings of the Governance Committee shall be conducted in accordance with Roberts Rules of Order, current edition.

Section 4.5 Open Meetings Law

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

As amended by Resolution No. __ of 2020

RESOLUTION AUTHORIZING SETTLEMENT OF DISPUTE WITH AERO SYRACUSE, LLC

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 (11) of the Enabling Act authorizes the Authority to enter into contracts, agreements and leases with the federal government, the state, the county, the city, any person or other public corporation and to execute all instruments necessary or convenient to accomplishing its corporate purposes which include the development, expansion, maintenance and operation of aviation facilities in Central New York in general and the Syracuse Hancock International Airport ("Airport") in particular; and

WHEREAS, in connection with the Authority's assumption of responsibilities for the operation of the Airport, the City of Syracuse assigned to the Authority and the Authority assumed an existing lease ("Lease") for air cargo facilities ("Facilities") at the Airport, the tenant under which is Aero Syracuse, LLC; and

WHEREAS, the Authority determined that the City had failed to bill and collect annual escalations of rent and other charges under the Lease (the "Unbilled Escalations") and thereafter undertook negotiations with Aero Syracuse, LLC and its parent entity AeroTerm, to seek to recover the Unbilled Escalations; and

WHEREAS, the parties have reached a tentative settlement of their dispute whereby:

1. Aero Syracuse/AeroTerm will pay the Authority approximately \$474,000.00;

- 2. Aero Syracuse/AeroTerm will make \$1.5 Million in improvements to the Facilities to be completed no later than September 1, 2022;
- 3. the Lease will be amended to extend its term eight (8) years to 2040;
- 4. the amount of monthly rent payments under the Lease will be increased;
- 5. the Lease will provide for annual escalations in the amount of monthly rent payments;
- 6. the Authority will release all claims against Aero Syracuse/AeroTerm for the Unbilled Escalations; and

WHEREAS, resolution of this dispute on the terms above is in the best interest 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 settlement of the Aero Syracuse matter on the general terms described above is hereby approved; and it is further

RESOLVED that the Executive Director, with the advice of the Authority’s General Counsel, is authorized to execute an amendment to the Lease incorporating the above referenced terms and such other provisions as may be appropriate.

Resolution Adopted Date: October __, 2020.

Vote: Ayes __ Nays: __ Abstentions: __

**Signed: _____
Secretary**

**RESOLUTION AUTHORIZING SETTLEMENT OF DISPUTE WITH
SYRACUSE AIRPORT INN, LP**

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, in connection with the Authority's assumption of responsibilities for the operation of the Airport, the City of Syracuse assigned to the Authority and the Authority assumed an existing lease ("Lease") for the hotel facility at the Syracuse Hancock International Airport ("Hotel") the tenant under which is Syracuse Airport Inn, LP ("SAI"); and

WHEREAS, in or about November 1, 2019 SAI defaulted under the Lease by failing to pay rent due as of November 1, 2019 and as a result, the Authority issued a Notice of Default dated April 27, 2020 to SAI and it's lender of record under the Lease, HSBC Bank N.A. which held a leasehold mortgage ("Mortgage") on the Hotel; and

WHEREAS, it was thereafter determined that HSBC had previously assigned the Mortgage to KeyBank N.A. ("Key") and that the Mortgage had an approximate outstanding balance of \$1.8 Million; and

WHEREAS, SAI's defaults under the Lease continued and it subsequently terminated operation of the Hotel and past due amounts under the Lease total approximately \$207,917.97; and

WHEREAS, as a result of the Covid 19 pandemic and certain Executive Orders issued by the Governor of New York staying all commercial and residential eviction and judgment

proceedings, the parties entered into a Standstill and Forbearance Agreement staying further action by the parties and reserving all of the rights of the parties; and

WHEREAS, pursuant to its terms, the Authority terminated the Standstill Agreement and the parties resumed negotiations to resolve their dispute; and

WHEREAS, the parties have reached a tentative settlement of the dispute whereby:

1. the parties will enter into a mutual release and settlement agreement pursuant to which the parties will waive and release all claims against each other including for past due rent in the approximate sum of \$\$207,917.97;
2. the Lease will be terminated effective November 15, 2020;
3. SAI will donate as much of the furniture fixtures and equipment (“FF&E”) in the Hotel to charities as possible which process has started and will continue until Lease termination;
4. Key will release its mortgage on the Lease and other liens on the FF&E in the Hotel and SAI will execute a bill of sale conveying the remaining FF&E to the Authority;

WHEREAS, resolution of this dispute on the terms above is in the best interest 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 settlement of the Syracuse Airport Inn, LP matter on the general terms described above is hereby approved; and it is further

RESOLVED that the Executive Director, with the advice of the Authority’s General Counsel, is authorized to execute a mutual release and settlement agreement incorporating the above referenced terms and such other provisions as may be appropriate.

Resolution Adopted Date: October __, 2020.

Vote: Ayes __ Nays: __ Abstentions: __

**Signed: _____
Secretary**

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

Tuesday, September 22, 2020

10:00 a.m. / SRAA Board Room and also via Conference Call/Teams Mtg.

Pursuant to notice duly given and posted, the Audit Committee meeting of the Syracuse Regional Airport Authority was called to order on Tuesday, September 22, 2020 at 10:04 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Audit Chair, Dr. Donna DeSiato.

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:

Ms. Jo Anne Gagliano – Board Chair
Ms. Latoya Allen
Dr. Donna DeSiato – Committee Chair
Mr. Michael Lazar
Mr. Kenneth Kinsey

Members Absent:

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
Mr. Chip Clark
Mr. Zach Woodard

Roll Call

As noted, all Committee members were present, other than Mr. Simpson.

Committee Chair DeSiato started by welcoming everyone to the Audit committee meeting at 10:04 a.m.

New Business

No Executive Session was held.

Review and approval of the minutes from previous meeting – February 28, 2019. Having no further discussion regarding the minutes, a motion was made by Mr. Lazar and seconded by Ms. Gagliano.

The minutes were adopted unanimously.

Review of Audit for Fiscal Year ending June 30, 2020

Executive Director Terreri noted his pleasure in being able to present the audit within the 90-day ABO requirements due to significant new processes and procedural changes within the Finance Dept. Director Terreri stated that he brought in consultants, Leibowitz-Horton, Aviation CPAs to find out why we could not meet this 90-day requirement. Leibowitz-Horton found some accounting procedural changes needed. SRAA brought in consultant, Steve Busch, then after a national search, in March 2020 brought in new CFO Robin Watkins, who took the lead to solve these issues not only as a new CFO, but also in the middle of a pandemic. There were a lot of fundamental issues uncovered by CFO Watkins during this transition.

CFO Watkins then led a discussion surrounding some of the issues uncovered and corrected during this past year which has allowed us to accelerate our Audit Committee date to today and for the first time, meet the 90-day ABO Audit requirement deadline. CFO Watkins noted that an intensive review of the finance department was done. The General ledger which is supposed to be the sole reporting system benchmark. The ledger was not set up properly nor utilized as needed, instead transactions were made outside of the system, a separate series of spread sheets were used which opened up opportunities for errors, and the inability to reconcile properly. There were no monthly reconciliations performed. Cash reconciliations were not performed on a monthly basis. The cash receipts were posted several weeks or months after received in the department. Accounts payable was unable to run aging reports because invoices were not entered into the system, they were held in a file. Revenues were not recorded accurately or in a timely fashion. Salaries and wages were recorded as one lump sum into one account. Single department reports could not be done based on department. Because of all of this, the airport was unable to monitor the revenues and expenses based on the airline agreements and therefore out of compliance. No adjustments were made until the following year. CFO Watkins noted that temporary contract employee Jason Mehl has been instrumental in reversing all of these errors, starting this new system from scratch and getting the department up to speed. During this process, things were uncovered such as stock certificates found, a cash account found that had not been recorded in the financial statements, \$1,800 in petty cash was found in various locations within the finance department and were then deposited into our accounts. Manual checks were prepared outside of the finance area in a separate checkbook. Accounts receivables were not managed, reviewed or aged, and dated back from 2001-2018 in total for a write-off of \$550,000. The ability for the SRAA to go back and collect these dollars was minimal. Reserve accounts have now been set up for AeroTerm and the Airport Inn. Misclassifications

were found on transactions in assets and revenues. CFO Watkins then handed the presentation off to Mr. Mehl who thanked everyone for their time. He reported to the committee that there was an overwhelming amount of work that needed to be completed. He discussed the cash-basis type of accrual system that had been going on with no month-end closures and how the entries made previously led to each month being left open until the end of the year. The new updated system put in place now allows for a 15 day month-end closure. Mr. Mehl thanked Robin for spearheading this initiative and allowing him to take the lead in uncovering past practices and implementing new processes to correct the previous lack of internal controls and segregation of duties compliance issues. Mr. Lazar inquired if there was any indication of past wrong-doing by anyone in the department or was it just poor controls? Mr. Mehl informed the committee that no wrong-doing was found. Dr. DeSiato suggested that perhaps the practices were simply brought over from the City of Syracuse to the Authority simply continued the systems, or the lack thereof. Dr. DeSiato and Mr Mehl agreed that new sets of eyes from between the new Executive Director, the new CFO and several consultants brought forth the information needed to correct these systems. Mr. Mehl shared his "SALY" anecdote – "Same As Last Year", as a common issue with organizations that he was able to unpeel the onion-layers to ask the "why" questions that get to the point of new best practices. Dr. DeSiato and CFO Watkins agreed that personnel were put into positions that they were not trained for. Now that the segregation of duties is in place, even with retirements and limited personnel, things will work better going forward. Dr. DeSiato stated and all agreed, that the previous finance department personnel were loyal, long-time hard workers here at the airport and simply needed tools and training to perform their jobs.

Mr. Chip Clark, from the D'Arcangelo firm, presented their audit findings, recommendations and reports to the Audit Committee. Mr. Clark stated that significant changes that were made this year and how that compares to the past. He said the SRAA has never been close to being able to comply with the ABO 90-day requirement, operate on an accrual basis and close at the end of each month, which is a best practice. Mr. Zac Woodard assisted Mr. Clark with the audit during this busy time. Mr. Clark presented the letters, documents and reports in their findings to the committee for discussion and review. Of note, the airline reconciliation statement was also done in a timely fashion for the first time this year and the now timely year-end closing procedures are in effect. The highest level of opinion has been given to the Authority in their opinion letter for this year's audit and that all GASBY requirements have been met. CFO Watkins had requested a comparative report showing 2019 and 2020 and some additional reports showing how things are allocated differently, such as some restricted cash was listed which did not need to be in a restricted status so is now listed in the unrestricted section. Another new practice is that only after 100% of a project completion will the assets be transferred over to the City instead of the previous practice of doing do at 90% completion. Mr. Clark noted again that for the SRAA to get the full information he needed in a timely fashion was a monumental task that he appreciated. He also noted that the SRAA employee count will become more even now that several unions have moved over to the Authority. Revenues are down due to the pandemic, by roughly \$2.6M. Mr. Lazar and Dr. DeSiato led a discussion regarding the future/projected liability payments for retirees required by GASBY which always shows a large liability amount that increases with the number of staff on payroll, now that the majority of staff are Authority employees instead of City of Syracuse employees.

He explained again that the status findings that the SRAA previously took 120 days to comply with audit requirements is noted again for 2019 but that notation will go away next year since the 90-day requirement will be met for the first time in 2020 and changes in financial practices will now allow that deadline to be met each year, however, a corrective action plan will still need to be filed. Mr. Clark opened the floor to various questions after his presentation.

A motion was made to recommend the Fiscal Year End 2020 Draft Audit of the Syracuse Regional Airport Authority be brought to the Special Meeting of the Board for approval. Having no further discussion regarding this topic, a motion was made by Mr. Lazar and seconded by Ms. Gagliano. The motion was unanimous.

Adjournment

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

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

DRAFT



Human Resources Committee Meeting Minutes

Thursday, October 15, 2020

These minutes reflect the activities of the Syracuse Regional Airport Authority Human Resources Committee during the meeting held at Syracuse Hancock International Airport in the SRAA Board Room on Thursday, October 15, 2020.

The meeting was called to order at 11:00 a.m. by Chair Michael Lazar.

I. Roll Call

In attendance:

Chair Michael Lazar
Councilor Latoya Allen
Mr. William Fisher
Mr. Michael Mirizio
Hon. Michael Quill
Ms. Jo Anne Gagliano
Dr. Shiu-Kai Chin

Staff:

Mr. Jason Terreri
Ms. Debi Marshall
Ms. Joanne Clancy
Ms. Kristine Carson
Ms. Selena Nicholson
Mr. John Clark

II. Approval of Minutes from Previous Meetings

Mr. Fisher made a motion to accept the minutes from the previous meeting of July 23, 2020 with a second from Mr. Mirizio, the motion carried unopposed.

III. Executive Session

Chair Lazar invited a motion to go into executive session to matters pertaining to the employment history of particular persons or corporations and/or the employment of particular persons or corporations by the Authority. Mr. Mirizio made a motion and Mr. Quill seconded the motion. The committee went into Executive Session at 11:03 a.m.

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

IV. Old Business

Human Resources Goals for 2020/21- HR Manager Marshall led a discussion regarding the FY 2020/2021 Goal of Creating and Managing a Unified Workforce and the Initiative of: Transitioning remaining staff to the SRAA; Developing a succession plan for leadership positions within the organization; Completing a Public Safety Study; and Investigating health care alternatives.

The transition of the employees to a unified workforce has been very successful, currently there are only two City of Syracuse employees remaining. The development of a succession plan for leadership positions within the organization is on-going and a matrix of training pathways is being developed. These plans will be brought to the committee again in the spring, after the budget process determines funding for various programs and would potentially begin with the new Fiscal Year in July. Part of this conversation also generates the need to look at job descriptions, requirements, titles, salary bands, along with the management confidential and civil service job titles and descriptions. The Public Safety study is in the data collection stage and will also be discussed in the spring after the budget discussions. Director Terreri explained the planning, structure and work going into this research.

Health care alternative options are being looked at with brokers and is in the early stages. The SRAA is collecting data and most likely no changes would go into effect until January 1, 2022. A robust conversation will be held with all parties including union representatives prior to any changes and this will also be discussed at the next HR Committee meeting further.

Holidays Policy – HR Manager Marshall proposed adding the Juneteenth holiday as a second floating holiday given the Governor’s recent order. In 2020, the City of Syracuse, Onondaga County and the State of New York provided this holiday to their employees and the SRAA did the same. The SRAA is not bound by the Governor’s order for this holiday but would like to offer it permanently to employees as an enhanced benefit and as an extra floating holiday. Additionally, the two floating holidays will be available to employees beginning January 1st instead of on/after the date(s) which makes it easier for payroll purposes and offers our employees more flexibility from the beginning of each calendar year. New hires would receive one floating holiday after July 1st. Chair Lazar and the committee agreed with this action. No further action needed to be taken by the committee and the SRAA handbook will be updated.

V. New Business

New positions:

CFO Watkins explained the need for these new job titles to accommodate the requirements for the newly revamped Finance department in order to have proper segregation of duties. HR Manager Marshall explained the restructuring of the Finance Department further. Executive Director Terreri and Committee Chair Lazar agreed with the need for restructuring this department and civil service job descriptions were attached to the packet.

Finance Department positions:

- A. Buyer – This position specifically will handle vendors, negotiation of best prices, etc.
- B. Accounts Payable Specialist – Disbursements, vendors, check processing
- C. Account Receivable/Receiving Specialist – Posts cash, makes deposits, processes packing lists for purchased items, matches against P.Os.

Ground transportation position:

- D. Ground Transportation and Parking Manager – This title and job description adds more responsibilities to the ground transportation officer in managing the parking facilities and being a liaison with the parking management company, which is currently handled by the COO. This title and description is more in line with the skill set and requirements needed for this role.

A motion was made by Mr. Mirizio and seconded by Mr. Quill, to accept these new job titles as written and make a recommendation to the full board. The motion was unanimous.

Professional Development Policy – Professional development policy updates were enclosed in the packet to be put into place with certifications and development pathways to move up within the organization. If it is relevant to an employee's current position, the Authority will pay the cost at 100%. If it is helpful to an employee in gaining experience for future positions, the Authority will pay 50% upon completion. A maximum dollar amount for college courses was not previously listed in the employee handbook and will now max out at \$500.00 per course to only be used by employees in good standing with the Executive Director's approval. This will be updated in the SRAA Handbook. Mr. Fisher asked that special notation be made by management to ensure that all employees, including union workers, know that the SRAA wants to help in their learning and development as well and ensure that is worked into collective bargaining agreements. HR Manager Marshall stated that all training paths and growth opportunities will be discussed with the unions and will be implemented on par with non-union employees as a part of the succession planning process. A motion was made by Mr. Fisher to approve the Professional Development Policy and was seconded by Mr. Lazar. The motion was unanimous.

VI. Adjournment

A motion to adjourn was made by Mr. Lazar and seconded by Mr. Mirizo, the meeting adjourned at 12:02 p.m.



Finance Committee Meeting Minutes
Friday, June 5, 2020
9:30 a.m. / SRAA Board Room and also via Conference Call/Webex

These minutes reflect the activities of the Syracuse Regional Airport Authority Finance Committee during the meeting publically posted via ABO guidelines and held at Syracuse Hancock International Airport in the SRAA Board Room and also via WebEx and telephone conference call on Friday, June 5, 2020.

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.”

The Meeting was called to order by Dr. Chin at 9:33 a.m.

I. Roll Call:

In attendance: Mr. Mike Lazar, Dr. Chin, Mr. Fisher, Mr. H. Jason Terreri; Mr. John Carni; Ms. Joanne Clancy; Ms. Cheryl Herzog; Ms. Robin Watkins; and Mr. R. John Clark.
Absent: Mr. Michael Frame and Mr. Simpson and Ms. Gagliano.

II. Review and approval of minutes from previous meeting:

Dr. Chin thanked Mr. Lazar for ably chairing the last committee meeting. Mr. Lazar made a motion to approve the minutes from the previous meeting on May 8, 2020 and Mr. Fisher seconded the motion. Motion carried unanimously.

Executive Session

No executive session was held.

III. CFO Report

CFO Robin Watkins gave her report to the committee and updated everyone on the specific details surrounding the two resolutions going before the board for the 2020-2021 Operating Budget and Capital Budgets. CFO Watkins presented back up slides and have stated that any changes that have come through since the draft have not been significant and/or have been positive. Executive Director stated that the current situation is going about as forecasted.

IV. New Business

2020-2021 Operating Budget discussion

CFO Watkins laid out various metrics and criteria that derive expenses and drive revenues at the airport and how they impact the overall budget.

The \$12.9M in CARES Act Grant funds that were received will be used on operational needs for lawful airport expense such as projects, replacement, and refurbishment or other future shortfall issues. Total projects of \$5.7M have been identified. Included in that is \$2M for AIP projects that we do not have to provide the matching portion of the funds for any 2020 grants. \$3.5M will be put aside for future operating expenses as needed. This budget does not touch our cash on hand, which remains in reserve.

This budget is presented without PRSSM funding as was discussed at previous committee and board meetings. The CARES fund will fill the gap for any needed expenses that would previously have been used with PRSSM. Parking revenue went down more than 90% during the recent COVID pandemic with less passengers and shorter length of parking times. It is anticipated that June will begin to have an uptick but revenue planning for parking and resurgence is being handled very conservatively. Landing fee rates are being held at the 2020 rates to assist in airline and passenger growth. All areas of revenue have been impacted and adjustments to each category have been taken into consideration. Discussions with rental car agencies including the Hertz rental car bankruptcy have been ongoing and appropriate assessments are being made to maintain good partnerships during this difficult time. In order for rental car companies to qualify for this new agreement, all accounts must be current. Concession revenues have also declined mirroring the passenger numbers. Mr. Fisher inquired if we are budgeting reserve for COVID impacts. CFO Watkins explained that the current budget does not include any known or suspected amounts from businesses that were having issues. No revenue is budgeted for example for the hotel this year which is currently closed down.

Expenses by department have been established for the first time in this budget. The department heads each developed their budgets along with the executive team. Even with diminished passenger traffic, business operations need to be met and there are some increases related to equipment and some line items such as realignment of salaries which been moved to the correct accounting entry locations. Executive Director Terreri stated that as the board is now aware, previously the accounting was not done on a month to

month basis, there were no monthly closures, items were not counted in the correct departments, so this budget has been pulled apart to put in the correct categories for next year. For example, the PRSSM fund was not budgeted or tracked separately previously and had simply been put in the parking line item. New proper accounting procedures have now been put into place to remedy these issues. CFO Watkins has done an in-depth dive with all expenses. An example would be that salaries have never been allocated to the correct departments and these costs are now trued up for personnel. Important repairs and needs are not being deferred. A new department has been established for Information Tech and the costs associated with it have been incorporated into this budget. The airports overall technology for the airport is out of date and there is no comprehensive information system that will track grants, revenues, reimbursements and FAA reports which need to be done quickly and accurately because it drives the revenue stream. Currently, that can not be done or in any expedient manner and is handled with various simple hand-tracked spread sheets. Research has been completed on a new proven comprehensive system for airports that will meet these needs and link with the new ABRM system and drive us to where we need to be from an IT perspective. Costs are built into this budget to incorporate licensing into our system in phases. The general ledger chart of accounts structure is currently an 18-digit number and must all be re-vamped before we can transition over to a proper accounting structure. Phase 1 will take 7 months. Phase 2 will incorporate grant funding reporting and budgeting tools. Mr. Lazar asked further questions regarding the current tracking systems and the timing of the transition. CFO Watkins explained to Mr. Lazar that we are doing hand journaling during this time because it is critical. The ABRM system is going live July 1st. Dr. Chin discussed the mission criticality of this project transition. The fire and security budgets have also been realigned to show the appropriate costs of each compared to the past budgets. Human Resources has some additional costs built in for LinkedIn job recruiting and to accommodate licensing needs for the new Paylocity Payroll system that was put in place during this past year and continues to expand with employee growth needs. The Marketing department budget includes some exciting media and promo activities to enhance the Syracuse airport as a gateway to vacations during and post pandemic for those looking for spacious, outdoor places and SYR has started an effort with all of the local tourism partners to put together a campaign for this catchment area. Additionally, some of the costs also had to shift into the correct departments for accounting and budgeting purposes moving things from a more general executive office line item.

Mr. Fisher asked questions regarding the inter-departmental budget as it referred to the Department of Aviation and the cost allocation study. The inter-departmental costs are budgeted in General Administrative. SYR is awaiting the results of the new study and meetings are being coordinated for those discussions. The expectation is that costs will come down on that line item, but it was conservatively left at the rate it was budgeted for last year.

A summary of the CARE Funds was discussed next for \$12.9M and CFO Watkins explained the use of the funds and the conservative approach used for these funds. The larger purchases will not be made with these funds until 2021 to ensure confidence to be sure that where we are fiscally based on actual return of passenger numbers. PFC and

CFC funds were discussed. The authority is well positioned to meet all debt requirements. CFC funds are segregated accounts derived from rental car funds. Utilization will be based on the garage and rental car project activities and began September 1, 2019. This account is not large enough to be used for any specific project at this time. A PFC application will be brought to the board on a later date to tap into the legal use of these funds, which must be for one of the eligible five reasons: safety, security, capacity, noise or competition. This has no impact on the budget. Mr. Lazar inquired about how past PRSSM funds were spent and where it showed up in the budget. CFO Watkins stated that they are currently auditing all expenses and revenues associated with PRSSM. Executive Director Terreri stated that there was never any separate accounting of PRSSM done, it was simply grouped into an operating funds general account. Dr. Chin stated that the budget was reviewed in detail and the committee will recommend it to the board now that they know new controls are in place. Mr. Lazar stated that the presentation was refreshing and that the committee has a full understanding. Mr. Fisher agreed. Exec Director Terreri complimented new CFO Watkins and her team on all their hard work.

2020-2021 Capital Budget and Reserve Status discussion

A list of capital requests was discussed with the committee. As noted, no monies will be utilized until such time that cash flow improves. CFO Watkins requested that the committee approve the list to recommend to the board which includes the requirement to update the wife and information technology structure replacements needed. A discussion ensued regarding eligible costs and which items were of urgent need to meet ADA and other FAA requirements. Mr. Fisher expressed concern regarding the level of detail for some of the projects and the funding sources/finance and grant options available. Chair Dr. Chin shared his thoughts with the board and agreed with gaining further information for the source of funds on larger cost items. Mr. Lazar stated his comfort level with the transparency of what has been presented this year. Dr. Chin stated his appreciation for the tighter controls put into place and the attention to detail. CFO Watkins reminded the committee that they will be getting monthly reports compared to budget in the next year which will allow the board to now see the budget status each month and that next year's budget will meet an even higher standard of clarity once all these new processes are implemented. Ultimately, a revised list with additional detail was provided to the committee along with timing and both Mr. Fisher and the committee agreed to recommend that list to the board for approval.

VI. Adjournment:

Mr. Lazar made a motion to adjourn and Mr. Fisher seconded that motion. Meeting was adjourned at 10:50 a.m.

Minutes of the Meeting of the Governance Committee Meeting

Thursday, October 15, 2020

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Thursday, October 15, 2020 at 12:08 p.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by committee Chair, Mr. William Fisher.

Members Present:

Mr. William Fisher – (Chair)
Mr. Michael Lazar
Mr. Michael Mirizio
Hon. Michael Quill
Ms. Jo Anne Gagliano – (Ex-Officio)
Mr. Kenneth Kinsey – joined 12:20 p.m.

Members Absent:

Also Present:

Mr. Jason Terreri
Ms. Joanne Clancy
Ms. Cheryl Herzog
Ms. Selena Nicholson

Roll Call

As noted, all Committee members were present.

Mr. Bill Fisher, Chair

Chair Fisher started by welcoming everyone to the scheduled meeting of the Governance Committee at 12:08 p.m.

Approval of the Minutes from the Previous Meeting

Chair Fisher asked the Committee to review the past committee minutes and waive the reading and adopt the minutes. A motion was made by Mr. Lazar and seconded by Mr. Quill and was unanimously approved to accept the minutes from the July 23, 2020 Governance Committee meeting.

New Business

A. Board Development Committee status

Chair Fisher provided background regarding the SRAA Board Development Ad Hoc Committee. As has been discussed in the past, the main purpose of this committee can be incorporated back into the Governance Committee Charter. The Committee members of the Governance

Committee agreed that incorporating these additional responsibilities and modifying the Governance Committee Charter is appropriate and agreed to recommend this dissolution of the Board Development Committee to the full board. Motion was approved by Mr. Qill and seconded by Mr. Lazar and passed unanimously.

B. Mission/Vision/Values update

Chair Fisher and Executive Director Terreri led a discussion regarding an update to the SRAA Mission Statement, Vision and Values as part of the upcoming revision to the Strategic Plan. The SRAA Executive Team and Management and SRAA Board members worked with consultant, Steve Baldwin Assoc. and after several meetings and an in-depth Strengths, Weaknesses, Opportunities and Threats (S.W.O.T.) analysis, a draft of all three areas has been proposed. Chair Fisher engaged the Chair of the Board in discussion regarding the process and ownership to ensure that it is well thought out and discussed. HR Manager Marshall stressed that they identify 5-6 key Values from the draft. Chair Fisher asked the committee to read, review and provide comments to Chair Gagliano and have further discussion at the next SRAA Board meeting. The materials are provided in Dropbox and will be sent via email.

C. Enabling Legislation

Chair Fisher provided historic information regarding the practice and timing of SRAA Board member appointments including appointment of the Chair of the Board. This has been an ongoing discussion regarding best practices for governance, orientation, training and succession planning purposes. The suggested better practice is one of that type of succession planning where a current board member or Vice Chair be appointed by the City of Syracuse Mayor during his or her term. In 2020, there are 6 board members whose terms expire at the end of the year out of the 11 board members, which is also not an optimal circumstance. Executive Director Terreri stated that a letter has already been sent to the Mayor regarding the 3 board member term expirations for him to reappoint or appoint new members. Suggestions were made to potentially extend one member by a year in order to extend the timing past the Mayoral elections in 2021. This will allow for the re-elected or newly elected Mayor to appoint a board member of his or her choosing. Chair Fisher stated that once the SRAA Board agrees on a plan, that it would be brought to the Mayor and the Syracuse Common Council to measure their support before going to the New York State legislature in 2021 to make request any change in expiration terms or practices to change the Enabling Legislation. Chair Gagliano agreed and she and the board will continue discussions.

D. Strategic planning discussion

Executive Director Terreri updated the board on the status of updating the Strategic Plan. Due to the COVID-19 pandemic, it is more prudent to wait further until air service levels increase. The Mission/Vision/Values, the S.W.O.T. Analysis, the Police Study, etc. have been started and we are moving forward with some of those actions, but the remaining is on pause given the current uncertainty.

E. Roberts Rule of Order

Chair Fisher brought this new agenda topic to the Committee's attention. John Clark, the SRAA General Counsel provided information regarding the most recent version of the Robert's Rule of Order, which allows for a series of typically related resolutions to be voted on with one roll-call vote. Any board member may always move to sever any/all of those resolutions for further in-depth discussion and in that case, that resolution would be moved down to the New Business section. Chair Fisher asked if the committee and Chair would agree to this well-established policy written in the Roberts Rule of Order, newly revised. General Counsel Clark again stated that no member should ever feel pressured in any manner. A robust discussion ensued, and Mr. Lazar questioned how the Roberts Rules were applied and how the Authority tracks what rules are specifically followed. Chair Fisher shared several benefits of operating under the general principles and on each resolution, a schedule A will be attached stating which resolutions were actually approved during the individual meetings. This adjustment will be used for non-controversial topics that are repetitive, such as multiple position titles which have already been agreed upon in a committee meeting. A motion was approved by Mr. Quill and seconded by Mr. Lazar and passed unanimously.

Executive Session

There was no Executive session held.

Adjournment

Having no other topics brought to the committee, a motion was made by Chair Fisher to adjourn the meeting. Motion was approved by Mr. Lazar and seconded by Mr. Mirizio. Meeting adjourned at 12:37 p.m.