

SYRACUSE REGIONAL AIRPORT AUTHORITY

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

**Syracuse Regional Airport Authority
Regular Meeting Agenda
Friday, March 26, 2021
12:00 p.m. – 1:30 p.m.**

Syracuse Hancock International Airport

Teams Conference Call

Join by phone 1-347-966-4080

Conference ID: 679 699 685 then hit pound #

1. Roll Call (2 Minutes)
2. Consent Agenda (10 min)
 - **Approval of Minutes from the February 26, 2021 Regular Board Meeting**
 - **Resolution Approving Adoption and Utilization of Records Retention and Disposition Schedule LGS-1 by the Syracuse Regional Airport Authority**
3. Directors Report (30 Minutes)
 - **COVID Impact Update**
 - **FAA ACIP Grant Education Presentation**
 - **Common Use Terminal Equipment (CUTE) implementation**
4. New Business/Discussion (20 minutes)
 - **SYR Mission Vision Values Discussion**
 - **Resolution Approving Amendments to ByLaws for the Syracuse Regional Airport Authority**
 - **Resolution Authorizing the Creation of the Position of Deputy Chief Operations Officer**
 - Bond Refinancing Update
 - Review of Changes to the Enabling Legislation
 - ACI Airport Service Quality Benchmarking Program
5. Executive Session (30 minutes)
6. Committee Reports and other updates (5 Minutes)
 - Audit Committee
 - HR Committee
 - **Finance Committee**
 - **Governance Committee**
7. Adjournment

*** Bolded items = materials available**

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

**RESOLUTION APPROVING CONSENT CALENDAR FOR MEETING OF
MARCH 26, 2021 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 Consent Calendar² for routine matters in order to expedite a meeting; and

WHEREAS, at a meeting of the Board held on September 11, 2020 a Consent Calendar was presented to the Board for approval.

NOW, THEREFORE, BE IT RESOLVED, that the Board of the Syracuse Regional Airport Authority hereby approves the September 11, 2020 meeting Consent Calendar items as shown on Schedule "A" annexed to this Resolution.

RESOLUTION ADOPTED DATE:

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

SIGNED: _____
Secretary

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

² RONR 12th edition 41:32.

SCHEDULE A

1. Approval of Minutes from the February 26, 2021 Regular Meeting
2. Resolution Approving Adoption and Utilization of Records Retention and Disposition Schedule LGS-1 by the Syracuse Regional Airport Authority

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Minutes of the Regular Meeting of the Syracuse Regional SYR Airport Authority

Friday, February 26, 2021

Pursuant to notice duly given and posted, the regular board meeting of the Syracuse Regional SYR Airport Authority was called to order on Friday, February 26, 2021 at 12:00 p.m. via Teams Video/Audio Conferencing by Chair, Ms. JoAnne Gagliano.

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

Members Present/Video Conference:

Ms. Jo Anne Gagliano – Chair
Mr. William Fisher – Vice Chair
Dr. Donna DeSiato
Mr. Michael Frame (left mtg early)
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. William Meyer
Mr. Michael Quill
Dr. Shiu-Kai Chin (joined after meeting began)

Members Absent:

Ms. Latoya Allen
Mr. Rob Simpson

Also Present/Telephone Conference:

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

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

Roll Call

As noted above, all board members were present except for Ms. Latoya Allen, and Mr. Rob Simpson.

Ms. Gagliano started by welcoming everyone to the regular scheduled meeting of the SRAA Board at 12:00 p.m.

Consent Agenda

Chair Gagliano asked for a motion to approve the consent Agenda. Having no further discussion regarding the consent agenda, a motion was made by Mr. Lazar and seconded by Dr. DeSiato

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

Director's Report

Director Terreri reviewed the SYR Airports recent accomplishments.

- The SYR Airport's Wi-Fi has been upgraded to two 500 mg lines that run into the SYR Airport from opposite ends of the SYR Airport which will allow for a redundancy if we should experience an outage.
- The PFC application has been submitted and has been approved by the FAA. These funds will provide for jet bridge replacements, new snow equipment and the SYR Airport Master Plan.
- Director Terreri received a letter from the FAA stating that we had a zero discrepancy, FAR Part 139 inspection for all administrative records. The physical airfield inspection is postponed due to COVID-19 precautions. Congratulations were given to the Operations team who produced another annual inspection with no discrepancies, great work!
- Director Terreri mentioned the opening of the Matt Black Lounge which is a concept that Cornell grads brought forward because they won an entrepreneurial contest and received \$25,000 in seed money to start this lounge. It is a 10-day test, and SYR is excited about this concept.
- The glycol recovery and collection pilot plan is being led by the Operations Department. If all goes well with this pilot plan, the SYR Airport could save approximately \$300,000 in winter season costs.
- The General SYR Airport Consultant Contract expired in December and is currently on a month-to-month basis. SYR will be putting out a new RFQ with the goal of having new contracts in place by the beginning of our fiscal year.

Director Terreri reviewed the finances. The landing weights continue to be steady however, the SRAA is not within the re-forecasted budget plan due to the travel restrictions for New York State. With the passenger throughput, we have been holding at approximately 50,000 passengers per month, which does not meet our budget. The revenues are down approx. \$3M due to the travel restrictions. Expenses are within budget. The largest dollar items are from invoices

received for city retirements. To shore up the \$3M deficit, the Authority is utilizing CARES Act funds and has renegotiated some contracts. A new parking management company started in December resulted in management fee reduction from \$160k to 90k a month. The Authority continues to bring services in-house which were previously outsourced. \$4M in CARES Act funds remain and are being used for airport operations.

Director Terreri updated the board regarding CARES Act2. This round of CARES Act funds includes \$272k for concession relief, not just food and vending but also for parking, rental cars and any other type of terminal services. These funds will reimburse the SRAA for fees that have been reduced due to low passenger traffic. A new bill is going through Washington, D.C. which will be titled CARES Act3, and there will be a grant award for the SYR Airport if it is passed. SYR is expecting that to be approved the week of March 5th. Director Terreri reviewed the budget calendar and stated that the final draft will be presented to the board in May and final approval will be June 25th. It was mentioned that the revenue coming in is covering all expenses. If March continues as projected, there will be a profit.

Director Terreri explained the COVID-19 pandemic impact on enplanements. Passenger through-puts are down about 72% compared to 2019. The Airlines have expressed that this is solely being driven by the travel restrictions in New York State. SYR continues to work with the Governor's office to request updates to the travel restriction requirements in New York State. The Airlines are offering more flights in the month of March with hope that New York will start to increase travel numbers. The SYR Airport enplanements are about 5% ahead of our current competitors. Domestic travel in New York State is one of the lowest according to the TSA throughput numbers. These numbers will impact what the Airlines schedule will be in the upcoming months. If they do not have the confidence to get the passengers needed, they will take their larger aircraft and allocate them to other markets. Prior to COVID-19, SYR had all main line aircraft, we currently have all regional jet aircraft. This is not just Syracuse it is all of New York.

Director Terreri mentioned the community SYR Airport Art program and the SYR Airport will expand by having an Aviation/Travel Poetry Contest during the month of April for National Poetry Month and will partner with the YMCA's Downtown Writers Center (DWC) who will help us judge this contest. There will be two categories: students/young authors and adults. We will have 10 winners per category for a total of 20 poems which will be displayed in the SYR Airport. One winner will be selected in each category and we will have prizes available. The winners will be announced in May.

Director Terreri updated the board regarding the Federal mask mandate. Everyone on SYR Airport property must wear a mask which includes offices, Mohawk Global, C&S, Air Cargo etc. TSA is responsible to enforce this requirement, not the SRAA Authority. If TSA has a problem, they will call in our law enforcement officers for resolution to the situation. SYR Airport workers are qualified under 1-B vaccination requirements so all staff is eligible for the vaccine. This is not a requirement for staff but is encouraged. A-symptomatic testing is available at Department of Public Works (DPW) for all our team as well as their families. We are very close to setting up a partnership with a lab at the SYR Airport to have testing onsite. When staff is not available, there would be a PCR rapid test with results within 24 hours offered through either a vending machine or our concession program. This test will be self-administered and would be put in a medical collection unit for processing.

Director Terreri stated next month we will hold the second quarter rates and charges review with the airlines. This meeting is held with airline properties staff and will discuss how the rates and charges are going, review financials and build the rates and charges for next year. Director Terreri introduced these quarterly meetings with the airlines, as this was never done before and it has been very productive helping to form good relationships. Passenger Facility Charges (PFC)

consultation meetings with the airlines will be held and the applications will be presented and explained. The airlines do not have approval rights for this, but it is an FAA requirement that the SYR Airport consult the Airlines as well as allow public comment. The PFC application is posted publicly in newspapers and on the website.

Director Terreri discussed an incident that happened at the SYR Airport, where we had an SYR Airport employee collapse and go into full cardiac arrest, he was assisted by an SRAA staff member, Law Enforcement Officers and a passenger until help arrived. They used an Automated External Defibrillator (AED) on this individual. We will be holding CPR/AED training for our staff; and will be purchasing additional AEDs to have in strategic locations along with holding “Stop the Bleed” training programs. Mr. Fisher recommended that these individuals should be recognized for their assistance in this life-saving event. We would like to do a resolution or a proclamation and invite these individuals for recognition at a later date.

Discussions for the March board meeting will include an education piece on the FAA Grant program. There will be a review of the Capital Plan for the FAA, we will have the General Aviation Consulting Contract to review as well as upcoming projects. We will finalize the Mission, Vision and Values. The board has requested information about benchmarking our SYR Airport to see how we rate best in class. SYR Airport Council International (ACI) has been contacted and they have a presentation regarding Service Quality Benchmarking Program which will be presented. The Executive Team will hold discussions to determine if this is a program that we would like to initiate at SYR Airport. If this is decided, we will include it in the next fiscal year starting in July.

New Business/Discussion

Procurement Policy Amendments

CFO Watkins stated the Procurement Policy must be reviewed annually which was done by the Finance Committee at today’s meeting. There were recommended changes and those changes are designed to improve efficiencies and balancing the appropriate oversight. Increased amounts for approval levels were discussed. The process and approval flow will allow us to automate the process through our new ERP system that will start on Monday. There were some changes on how we handle GAC contracting which are the major construction contracts under the FAA. Other areas of discussion ensued implementing a process for more expansive mini-RFP procurements so we can be more cost competitive. The changes to the Procurement Policy were included in the SRAA Board packet. There was a recommendation made at the Finance Committee for a Resolution to be presented at today’s meeting.

RESOLUTION APPROVING AMENDMENTS TO PROECUREMENT POLICY FOR THE SYRACUSE REGIONAL SYR AIRPORT AUTHORITY

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

The resolution was adopted: 6 ayes, 0 nays, 0 abstain

Bylaws changes were included in the packet and were reviewed by the Finance Committee at today’s meeting. General Counsel Clark read the revisions to the board One area that had not

been finalized by the Finance Committee regarding Mr. Simpson's comment about the audit process and what is the scope of the Finance Committee's duties. He asked how involved the Finance Committee should be with the audit process and other matters. The Finance Committee wanted this addressed in the bylaws, General Counsel Clark will follow-up with Mr. Simpson and will identify the concerns and then propose the language and circulate a second version of the revised Bylaws incorporating the changes. The Bylaws must be considered by the board in two separate meetings. They cannot be approved today but will be on the agenda for resolution vote for the March board meeting. Mr. Fisher requested a red-lined copy and a final copy be distributed prior to the March meeting so there is plenty of time to review the document.

Executive Session

Chair Gagliano invited a motion to go into executive session to discuss matters pertaining to potential litigation, the medical, financial, credit or employment history of a particular person or corporation, and the proposed acquisition, sale, or lease of real property by the SRAA Authority. Dr. DeSiato made the motion and Mr. Quill seconded the motion. Executive session began at 12:49 p.m. Executive session ended at 1:45 p.m. No action was taken.

Committee Reports and Other Updates

- Audit Committee – Chair for the Audit Committee, Dr. DeSiato, reported Ms. Watkins and the team have prepared RFPs that will be going out and will be due March 31st. The Audit Committee will meet subsequently between April 1st and April 15th and be prepared to report at the next meeting regarding the interviews of the RFP submittals.
- HR Committee – Chair Lazar noted there is nothing new to report.
- Finance Committee – Mr. Lazar reported on the Municipal Advisor firm for the bonding function.
- Governance Committee – Chair Fisher reported on the Bylaws modifications and the use of Team collaboration software. It was agreed that the Governance Committee would put this type of software to use and then report back to the board.

Adjournment

A motion was made by Mr. Fisher and seconded by Dr. DeSiato to adjourn the meeting. The meeting was adjourned at 1:50 p.m.

**RESOLUTION APPROVING ADOPTION AND UTILIZATION OF
RECORDS RETENTION AND DISPOSITION SCHEDULE LGS-I BY THE
SYRACUSE REGIONAL AIRPORT AUTHORITY**

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

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

WHEREAS, by Resolution 3-2014 the Authority previously adopted Records Retention Schedule MI-1 which was compliant with the requirements of the New York Public Authorities Law and the Local Government Records Law; and

WHEREAS, the New York State has recently replaced and superseded Schedule MI-1 with Schedule LGS-1, and the Authority wishes to retain and dispose of its records in accordance with Schedule LGS-1 as established by the Local Government Records Law.

NOW, THEREFORE, after due deliberation having been had thereon, it is hereby RESOLVED, by the Board of the Syracuse Regional Airport Authority, that the Authority hereby adopts and shall utilize Schedule LGS-I as established by the Local Government Records Law as the basis of its Records Retention Policy.

Resolution No. __ 2021

Resolution Adoption Date: March __, 2021

Vote: Ayes: _____ Nays: Abstentions: _____

Signed: _____

Secretary

<u>Title</u>	Approve Adoption and Utilization of Records Retention and Disposition Schedule LGS-1 by the SRAA
<u>Background</u>	Local governments must adopt LGS-1 prior to utilizing it, even if they adopted and have been using the CO-s , MU-1, or ED-1 Schedules, by resolution (a model resolution (Model-resolution) is available). Local governments, who have not adopted the LGS-1 as of January 1 st , may still adopt the LGS-1, but must suspend disposition of records until they have done so.
<u>Alternatives</u>	None
<u>Financial Impact</u>	None
<u>Strategic Purpose</u>	Adopt and utilize Schedule LGS-I as established by the Local Government Records Law as the basis of its Records Retention Policy. Document available for viewing at http://www.archives.nysed.gov/records/local-government-record-schedule/lgs-1-title-page (411 pages)
<u>Management Recommendation</u>	Asking the Board to approve.

[DIGITAL COLLECTIONS \(http://digitalcollections.archives.nysed.gov/\)](http://digitalcollections.archives.nysed.gov/) [EDUCATION \(/education\)](/education)
[GRANTS & AWARDS \(/grants/grants-overview\)](/grants/grants-overview)
[MANAGING RECORDS \(/records/managing-records-overview\)](/records/managing-records-overview)
[RESEARCH \(/research/researcher-services-overview\)](/research/researcher-services-overview) [WORKSHOPS \(/workshops\)](/workshops)

Managing Records

[Local Government Schedule: LGS-1 \(/records/local-government-record-schedule/lgs-1-title-page\)](/records/local-government-record-schedule/lgs-1-title-page)

[Search the Schedule \(/records/local-government-record-schedule/search-the-schedule\)](/records/local-government-record-schedule/search-the-schedule)

[Introduction \(/records/local-government-record-schedule/introduction\)](/records/local-government-record-schedule/introduction)

[General Administration \(/records/local-government-record-schedule/general-administration\)](/records/local-government-record-schedule/general-administration)

[Aging or Senior Services \(/records/local-government-record-schedule/aging-or-senior-services\)](/records/local-government-record-schedule/aging-or-senior-services)

[Archives/Records Management \(/records/local-government-record-schedule/archives-records-management\)](/records/local-government-record-schedule/archives-records-management)

[Attorney, Counsel, or Public Defender \(/records/local-government-record-schedule/attorney-counsel-or-public-defender\)](/records/local-government-record-schedule/attorney-counsel-or-public-defender)

[Building and Property Regulation \(/records/local-government-record-schedule/building-and-property-regulation\)](/records/local-government-record-schedule/building-and-property-regulation)

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[Consumer Protection Services \(/records/local-government-record-schedule/consumer-protection-services\)](/records/local-government-record-schedule/consumer-protection-services)

[Cooperative Extension Association \(/records/local-government-record-schedule/cooperative-extension-association\)](/records/local-government-record-schedule/cooperative-extension-association)

[Coroner or Medical Examiner \(/records/local-government-record-schedule/coroner-or-medical-examiner\)](/records/local-government-record-schedule/coroner-or-medical-examiner)

[County Clerk \(/records/local-government-record-schedule/county-clerk\)](/records/local-government-record-schedule/county-clerk)

[Dog Identification and Control \(/records/local-government-record-schedule/dog-identification-and-control\)](/records/local-government-record-schedule/dog-identification-and-control)

[Economic/Industrial Development \(/records/local-government-record-schedule/economicindustrial-development\)](/records/local-government-record-schedule/economicindustrial-development)

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[Election \(/records/local-government-record-schedule/election\)](/records/local-government-record-schedule/election)

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[Fiscal \(/records/local-government-record-schedule/fiscal\)](#)

[Games of Chance/Bingo/Lottery \(/records/local-government-record-schedule/games-chancebingolottery\)](#)

[Heritage Area \(Urban Cultural Park\) \(/records/local-government-record-schedule/heritage-area-urban-cultural-park\)](#)

[Historian \(/records/local-government-record-schedule/historian\)](#)

[Human Rights/Economic Opportunity \(/records/local-government-record-schedule/human-rightseconomic-opportunity\)](#)

[Information Technology \(/records/local-government-record-schedule/information-technology\)](#)

[Insurance \(/records/local-government-record-schedule/insurance\)](#)

[Juvenile Detention Facility \(/records/local-government-record-schedule/juvenile-detention-facility\)](#)

[Library/Library System \(/records/local-government-record-schedule/librarylibrary-system\)](#)

[Licenses and Permits \(/records/local-government-record-schedule/licenses-and-permits\)](#)

[Local Development Corporation \(/records/local-government-record-schedule/local-development-corporation\)](#)

[Museum \(/records/local-government-record-schedule/museum\)](#)

[Off-track Betting Corporation \(/records/local-government-record-schedule/track-betting-corporation\)](#)

[Personnel/Civil Service \(/records/local-government-record-schedule/personnelcivil-service\)](#)

[Port Facility \(/records/local-government-record-schedule/port-facility\)](#)

[Probation \(/records/local-government-record-schedule/probation\)](#)

[Public Access to Records \(/records/local-government-record-schedule/public-access-records-2\)](#)

[Public Administrator \(/records/local-government-record-schedule/public-administrator\)](#)

[Public Employment and Training \(/records/local-government-record-schedule/public-employment-and-training\)](#)

[Public Health \(/records/local-government-record-schedule/public-health\)](#)

[Public Property and Equipment \(/records/local-government-record-schedule/public-property-and-equipment\)](#)

[Public Safety \(/records/local-government-record-schedule/public-safety\)](#)

[Recreation \(/records/local-government-record-schedule/recreation\)](#)

[Regional Market Authority \(/records/local-government-record-schedule/regional-market-authority\)](#)

[School District and BOCES \(/records/local-government-record-schedule/school-district-and-boces\)](#)

[Social Services \(County\) \(/records/local-government-record-schedule/social-services-county\)](#)

[Social Services/Welfare/Poor Relief \(Other Than County\) \(/records/local-government-record-schedule/social-serviceswelfarepoor-relief-other\)](#)

[Soil and Water Conservation \(/records/local-government-record-schedule/soil-and-water-conservation\)](#)

[Taxation and Assessment \(/records/local-government-record-schedule/taxation-and-assessment\)](#)

[Transportation and Engineering \(/records/local-government-record-schedule/transportation-and-engineering\)](/records/local-government-record-schedule/transportation-and-engineering)

[Veterans' Services \(/records/local-government-record-schedule/veterans-services\)](/records/local-government-record-schedule/veterans-services)

[Youth Services \(/records/local-government-record-schedule/youth-services\)](/records/local-government-record-schedule/youth-services)

[Zoo \(/records/local-government-record-schedule/zoo\)](/records/local-government-record-schedule/zoo)

Local Government Schedule: LGS-1

This ***Retention and Disposition Schedule for New York Local Government Records (LGS-1)*** is a single, comprehensive retention schedule covering records of all types of local governments. It consolidates, revises and supersedes the *CO-2, ED-1, MI-1, and MU-1 Schedules*.

Effective Date:

This schedule is in effect as of August 1, 2020. All previous retention schedules, including the CO-2, MU-1, MI-1, and ED-1 Schedules, were superseded by LGS-1 on January 1, 2021 and are no longer legally valid for disposition of records. Local governments must adopt LGS-1 prior to utilizing it, even if they adopted and have been using the *CO-2, MU-1, MI-1, or ED-1 Schedules*, by resolution (a [model resolution \(model-resolution\)](#) is available). Local governments, who have not adopted the LGS-1 as of January 1st, may still adopt the LGS-1, but must suspend disposition of records until they have done so.

Intended Users:

All New York State local governments including cities, towns, villages, fire districts, counties, school districts, Boards of Cooperative Educational Services (BOCES), teacher resource and computer training centers, county vocational education and extension boards, and miscellaneous local governments.

Available Formats:

The State Archives provides access to this schedule in a number of formats. Each format cross references the unique schedule item numbers of the *CO-2, MU-1, MI-1, or ED-1 Schedules*. In addition to this web resource, local governments can access the schedule as a:

- [LGS-1 Web Resource \(http://www.archives.nysed.gov/records/local-government-record-schedule/introduction\)](http://www.archives.nysed.gov/records/local-government-record-schedule/introduction)
- Printable [PDF](#)  (411 pages)
- Print copy (available on request). Contact us at recmgmt@nysed.gov (<mailto:recmgmt@nysed.gov>)
- MS Access database [Local Government Retention Schedule LGS-1](#) (<http://www.archives.nysed.gov/common/archives/files/local-government-retention-schedule-lgs-1.accdb>)
- [Local Government Retention Schedule Database and Spreadsheet Instructions](#) 
- MS Excel worksheet [LGS-1 All Fields](#)  is the complete LGS-1 Retention Schedule that was exported from the MS Access database
- MS Excel worksheet [LGS-1 Crosswalk](#)  cross references the LGS-1 Retention Schedule items numbers with the CO-2, MU-1, ED-1, and MI-1
- MS Excel worksheet [LGS-1 New and Revised Items](#)  identifies all schedule items that are new or have been revised in the LGS-1
- Printable [PDF of LGS-1 New and Revised Items](#) 

Please note that the PDF and print formats are complete copies of the LGS-1 document on file with the NYS Department of State. The MS Access and Excel versions do not contain the introduction, index, nor any section or sub-section notes; however, they provide all series and subseries information, including notes. The Access and Excel versions also include minor corrections to typos and references to major revisions noted in error or omitted. Since the PDF file is the official copy, it and the print copy have not been altered to reflect these corrections. The corrections do not affect the substance or retention of the small number of corrected schedule items.

The State Archives is unable to provide technical support regarding the use and modification of the MS Excel worksheets or MS Access database.

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2020

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Memorandum

To: J. Terreri, Executive Director, Syracuse Hancock International Airport
From: P. Perkins, Vice President, Steven Baldwin Associates
cc: S. Baldwin, President/CEO, Steven Baldwin Associates
Date: March 24, 2021
RE: SYR Mission Vision Values Overview and Final Proposed Statements

Recap on the Mission Vision Values Exercise

Below is a timeline recap of the process of reviewing and revising the SRAA Mission, Vision, and Value (M/V/V) statements, followed by the evolution of the statements, ending with the final proposed statements which incorporate feedback from the December 2020 Board meeting.

Summary of Process

- **Original SWOT & MVV Workshops scheduled (03/27/2020 & 04/23/2020)** – The SWOT and M/V/V workshops with the Board were originally scheduled for March and April, respectively. These were eventually canceled because of COVID.
- **SWOT & MVV Workshops rescheduling (05/2020 & 06/2020)** – Multiple dates were proposed to reschedule the workshops with Board and executive/management staff. Because of limitations regarding COVID and Board member schedules, it was decided to move forward with executive/management staff only for the initial workshops.
- **SWOT Workshop (07/22/2020)** - Held on-site SWOT workshop with executive/management staff to provide context of operational environment for Mission, Vision, Values statements review.
- **M/V/V Workshop (07/29/2020)** - Held on-site M/V/V workshop with executive/management staff, noting that the M/V/V statements help connect the dots between various programs and strategic initiatives of an organization. SWOT exercises help inform management of key organizational issues to consider when developing the M/V/V statements of their organization. Brainstorming resulted in multiple suggestions from staff. Following the meeting, SBA took input and refined three prototypes for each of the Mission, Vision, and Values statements for management review and derived a proposed composite statement for each category.
- **Executive Staff Review (08/2020 – 09/2020)** – Executive staff review prototype drafts and proposed composite from workshop. Staff present options to the governance committee.
- **Governance Committee Meeting (10/15/2020)** – Governance Committee reviews and recommends changes on M/V/V to go to full Board.
- **October Board meeting (10/23/2020)** Board discusses proposed M/V/V statements – offers feedback and requests mini-workshop for Board at December meeting.
- **Prep for Board Meeting Presentation (11/2020 & 12/2020)** – Internal reviews with executive staff on Board feedback and how to incorporate for December presentation. Included CEO feedback re: comments from Board chair to be incorporated.
- **December Board meeting (12/04/2020)** – Presentation of new M/V/V statements based on incorporating feedback from Board and executive staff of previous version(s). The presentation

provided an overview of the evolution of the statements and incorporated a facilitated workshop on the Board's input to proposed versions.

- **Revision to M/V/V Statements** (01/2021 & 02/2021) – Review of Board input and incorporating feedback to produce a new round of M/V/V statements.
- **March Board meeting** (03/26/2021) – Presentation of revised M/V/V statements put on agenda for March meeting.

Evolution of the Mission Vision Values Statements

Difference between Mission, Vision, and Value Statements:

- **Mission** statements typically describe the organization's *purpose in the present* (e.g., to provide competitive, robust air service; provide excellent customer experience and service; serve as an economic engine to the region to optimize development and growth). Mission statements focus on present activities, address your particular audience, and describe the next 3-5 years.
- **Vision** statements typically are aspirational, setting the *goals and ideals of the future*, of where the organization wants to go and what it wants to be. They usually describe the organization within the next 5-10 years and serve as a guide to future initiatives, strategies, etc.
- **Values** statements should represent *what the organization cares about*, what is core to its culture, and what it upholds, practices, and values.

1. Current Version

Currently, SRAA has a Mission statement, but no Vision or Values statement.

Mission (from SRAA Website)

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.

Vision

None

Values

None

2. Prototypes from Workshop

At the staff workshop, three breakout groups each provided a prototype version of a Mission, Vision, and Value statement. From these prototypes, a composite statement was subsequently derived for each category, providing the following results:

Mission

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

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

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
 - Employee trust and buy-in
 - Tenant partnership and mutual benefit
- Trust & Transparency
- Reliability & Responsiveness
- Innovation & Technology Advancement
- Environmental Sustainability
- Independent Financial Stability
- Diversity & Inclusion

The above draft composite statements were reviewed by the executive/management staff and then presented to the Board at a study session for their input, whereupon instruction was given to streamline the M/V/V statements further.

3. December 2020 Board Meeting

A meeting was held with the executive/management team meeting to revise the M/V/V statements per Board input. Those resulting options are presented to the Board at the December 2020 meeting:

Mission

Option 1: To provide a safe, convenient, and seamless passenger experience that exceeds customer expectations and optimizes development and growth in the region.

Option 2: To provide a safe, convenient, seamless passenger experience that exceeds expectations and optimizes economic opportunity, development, and growth in our region.

Option 3: To be the premier airport in Central New York, and provide a safe, convenient, and seamless passenger experience that exceeds customer expectations and optimizes the economic opportunity, development, and growth within the region.

Vision

Option 1: To be recognized as a best-in-class airport for providing a safe, secure environment; for exceeding customer expectations; and for enhancing the economic prosperity of the region we serve.

Option 2: To be recognized as a best-in-class airport for elevating the passenger experience, being on the forefront of technological advancement and safety, while also showcasing our regional character to all who travel through SYR.

Option 3: To be recognized as a best-in-class airport for elevating the customer experience, promoting community, and being on the forefront of technological advancements.

Option 4: To be recognized as a best-in-class airport for providing a safe and secure environment, promoting community and prosperity, and using innovative technology to enhance the customer experience.

Values

The Syracuse Hancock International Airport holds these values and beliefs as core to its culture, mission, and vision (NOTE: can also be phrased as belief statements, e.g., “We believe in safety and security.”):

- Safety & Security
- Health & Wellness
- Community Relationships
- Trust & Transparency
- Reliability & Responsiveness
- Innovation & Technology
- Environmental Sustainability
- Independent Financial Stability
- Diversity & Inclusion

The Board was provided an opportunity to evaluate the options and provide further input on the M/V/V statements. Members of the Board expressed a variety of opinions on the content and focus of the M/V/V statements. Board comments, feedback, and recommendations were collated to further refine and revise the M/V/V statements. The revised proposed options are presented in the section below.

Proposed Mission/Vision/Values

Mission

The Syracuse Regional Airport Authority serves Upstate New York, providing a safe, convenient, seamless passenger experience while enhancing economic opportunity, development, and growth in the region.

Vision

To be recognized as a best-in-class airport elevating the customer experience and exceeding stakeholder expectations, while using innovative technology and optimizing the economic prosperity of the region we serve.

Values

The Syracuse Hancock International Airport holds these values and beliefs as core to its culture, mission, and vision for its customers, staff, partners, and stakeholders:

- We believe in safety & security.
- We believe in health & wellness.
- We believe in community relationships.
- We believe in trust & transparency.
- We believe in reliability & responsiveness.
- We believe in innovation & technology.
- We believe in environmental sustainability.
- We believe in independent financial stability.
- We believe in diversity & inclusion.

Recommendation

The Mission, Vision, and Values statements of an organization are living documents that are applicable today and can be updated in the future as needed in relation to evolving strategic goals.

It is recommended that the SRAA review the above proposed M/V/V statements and finalize a version that is most applicable to the views of the organization and its strategic goals today, noting that within the next three to five years as the organization grows and evolves, these current sentiments can be adjusted.

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

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

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

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

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

WHEREAS, the Governance Committee has previously reviewed the proposed amendments with General Counsel to the Authority who has recommended that the By-Laws be amended as shown on Exhibit A to this Resolution in order to foster the most efficient organization and management of the Authority consistent with the requirements of the Enabling Act.

NOW, THEREFORE, BE IT RESOLVED, that the Board of the Syracuse Regional Airport Authority hereby amends the By-Laws to incorporate the changes as set forth in the draft

By-Laws as annexed hereto and made a part of this Resolution at "Exhibit A", and as fully incorporated as the final By-Laws as annexed hereto and made a part hereof at "Exhibit B".

Resolution Adopted Date: March __, 2021

Vote: Ayes ____ Nays: ____ Abstentions: ____.

Signed: _____.
Secretary

Exhibit A

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

ARTICLE I THE AUTHORITY

Section 1.1 Name.

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

Section 1.2 Seal of Authority.

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

Section 1.3 Offices of the Authority.

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

ARTICLE II PURPOSES AND POWERS

Section 2.1 Purposes.

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

Section 2.2 Powers.

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

ARTICLE III MEMBERS OF THE BOARD OF THE AUTHORITY

Section 3.1 Members.

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

Board of the Town of Clay and the Board of Education of the North Syracuse Central School District. Hereinafter, the members, acting collectively, are referred to for purposes of these By-Laws as the Board or Authority **Board**^[A1].

Section 3.2 Term of Office.

The term of office for members of the Board shall be as fixed by Section 2799-ddd of New York Public Authorities Law, as **amended**^[A2].

Section 3.3 Powers and Duties.

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

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

1. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
2. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the employees of the Authority, as necessary;
3. Comply with and implement the City of Syracuse code of ethics as made applicable to the members of the Board of the Authority by the Enabling Act;
4. Pursuant to Section 2825(3) of the Public Authorities Law, require each of its members to^[A3] file an annual financial disclosure statement with the Onondaga County Board of Ethics on or before May 15 of each year. The Secretary of the Board shall notify a member in writing of his or her failure to timely file such annual financial disclosure statement. In the event such failure is not cured within thirty (30) days of such written notice, the Secretary shall notify the body which appointed such member of the failure to file such annual financial disclosure statement. ~~Board shall initiate removal of such member from the Board as authorized by Section 2827 of the Public Authorities Law.~~
4. Establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member; investments; travel; the acquisition of real property and the disposition of real and personal property; and the procurement of goods and services;

5. Adopt a defense and indemnification policy and disclose such plan to any and all members and prospective members;
6. Perform each of their duties as members of the Board individually, and collectively, including but not limited to those imposed by this Section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public; and
7. Execute an acknowledgement, in the form prescribed by the Authorities Budget Office, in which each Board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph 6 of this Section and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

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

Section 3.4 Compensation.

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

Section 3.5 Compliance with State Law.

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

Section 3.6 Completion of Board Member Terms

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

ARTICLE IV OFFICERS OF THE BOARD OF THE AUTHORITY

Section 4.1 Officers.

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

Section 4.2 Authorized Officers.

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

Section 4.3 Chair.

Pursuant to the Enabling Act, the Chair of the Board shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Board and meetings of any executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Board Committees, and with respect to all actions of the Board, the Chair shall be polled last in the roll call of the Board.

Section 4.4 Vice-Chair.

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

Section 4.5 Finance Officer.

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

The Finance Officer shall be the Chair of the Finance Committee

Section 4.6 Secretary.

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

Section 4.7 Executive Director and other Officers and Advisors to the Authority.

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

1. Responsibility for all aspects of the Airport administration, finance, management, marketing, economic development, air service development and facilities improvements;

2. Making hiring and termination decisions for all employees of the Authority, including the Chief Operations Officer, General Counsel, Chief Fiscal Officer/Treasurer and other subordinate staff, and exercise general supervision and direction for all employees. For the hiring and termination of senior management positions such as Chief Operations Officer, General Counsel and Chief Fiscal Officer/Treasurer, the Executive Director shall seek -and obtain the advice and consent of the Board;

3. Representing the Authority to the public, the airlines, and other members of the community and government agencies;

4. Carrying out the policies and objectives of the Board;

5. Overseeing the furnishing of financial information and -reporting to the Board of the Authority by the Chief Fiscal Officer/Treasurer of the Authority, including the financial needs and conditions of the Airport;

6. Formulating and recommending policy for consideration by the Board and overseeing implementation of same;

7. Directing oversight and implementation of all Airport facilities development programs in accordance with the Airport Master Plan, Minimum Standards for Aeronautical Services and capital budgets, including all ~~capital budgets~~^[A4], ~~all~~ capital project design, financing, and awarding of contracts;

8. Engaging in the promotion of economic development initiatives for the Airport and community economic development which include the growth in the overall number of jobs at the Airport improving the Airport's revenue stream, the continuation of construction projects and airport development and attracting business and airlines to the Airport.

The Executive Director of the Authority may only be removed or terminated pursuant to the terms of any employment agreement between the Executive Director and the Authority, if any,

and the affirmative vote of at least eight (8) members of the Board of the Authority voting in favor of such removal or termination.

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

The Chief Fiscal Officer/Treasurer (“CFO/T”) shall be an officer of the Authority and an employee of the Authority and is responsible for directing and overseeing the financial operations of the Syracuse Regional Airport Authority. Acts as the custodian of the Authority’s assets, funds and securities. The CFO/T’s responsibilities include but are not limited to: finance and accounting, investments, internal audits, debt management, capital improvement funding, insurance, employee benefits, payroll, purchasing and procurement. The CFO/T shall sign all instruments of indebtedness, all orders, and all checks for the payment of money. The work of the CFO/T is completed at the executive level under the general supervision of the Authority’s Board of Directors and the Executive Director with a high degree of independent judgment.

The General Counsel may be either an employee of the Authority or a private law firm engaged by the Authority to provide legal services.

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

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

Section 4.8 Additional Duties.

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

Section 4.9 Personnel; Professional Services.

The Authority may from time-to-time employ such personnel and/or retain or employ counsel, auditors, engineers and private consultants as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 34 of the New York Public Authorities Law, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, counsel, auditors, engineers and private consultants shall be determined by the Executive Director subject to the Board's policies, these By-Laws, and the laws of the State of New York.

ARTICLE V -MEETINGS

Section 5.1 Annual Meeting.

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

Section 5.2 Regular Meetings.

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

Section 5.3 Special Meetings.

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

Section 5.4 Notice.

Notice of the time and place of each regular meeting of the Board shall be given to each member by mail at least five (5) calendar days before such meeting or personally or by facsimile or email. Except as otherwise provided in Article VIII relating to the amendment of these By-Laws and in

Article V, Section 5.3 relating to special meetings, such notice need not specify the matters to be considered at the meeting. Notices by mail shall be deemed to have been given when mailed to each member at his or her address appearing on records of the Authority, notices by email shall be deemed to have been given when transmitted to the email address appearing on the records of the Board and notices by facsimile shall be deemed to have been given when transmitted to the business or residence facsimile number appearing on the records of the Board.

Section 5.5 Waiver of Notice.

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

Section 5.6 Quorum.

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

Section 5.7 Attendance by Telephone.

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

Section 5.8 Meeting Agenda's.

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

Section 5.9 Manner of Voting.

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

Section 5.10 Rules of Procedure.

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

ARTICLE VI -GENERAL

Section 6.1 Resolutions.

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

Section 6.2 Fiscal Year.

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

Section 6.3 Committees.

The Board may form, from time-to-time, such standing or special committees from its members as it deems desirable to advise the Board on any matter incident to the function of the Board. The Board shall adopt a charter for each of its standing committees, with the charter directing the duties, responsibilities and operations of each standing committee. Subject to the requirements of New York Public Authorities Law, as amended, the Board shall appoint its members to standing or special committees of the Board. The Board shall designate the Chair of said standing or special committees.

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

Section 6.3.1 -Audit Committee.

The Board shall appoint and constitute an Audit Committee comprised of not less than (3) independent members, as defined in Section 2825(2) of the New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee, which include being familiar with corporate financial and accounting practices. The purpose of the Audit Committee shall be to (1) assure that the Board fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and

internal controls over financial reporting; (2) provide an avenue of communication between management of the Authority, the independent auditors, the internal auditors, and the Board; and (3) any other tasks assigned to it by the Audit Committee Charter or Section 2824(4) of New York Public Authorities Law, as amended.

Section 6.3.2 -Governance Committee.

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

Section 6.3.3 ~~Finance Committee~~^[A6]^[A7].

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

Section 6.3.4 Human Resources Committee.

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

~~Section 6.3.5 Board Development Committee~~

~~The Board shall appoint and constitute a Board Development Committee comprised of the~~

~~four^[A8] (4) officers of the Board (Chair, Vice-Chair, Secretary and Finance Officer) who shall possess the necessary skills to understand the duties and functions of the Board Development Committee. The purpose of the Board Development Committee shall be to assist the Board by (1) keeping the Board informed of current best practices regarding Board administration and management; (2) on an annual basis reviewing various Board committee needs and composition; (3) on an annual basis recommending to the Board any changes to committee responsibilities or committee membership; and (4) any other tasks assigned to it by the Board Development Committee Charter.~~

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

Section 6.4 Open Meetings Law.

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

Section 6.5 Designated Official Newspaper.

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

ARTICLE VII -MISCELLANEOUS

Section 7.1 Indemnification.

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

Section 7.2 Designated Depositories.

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

Section 7.3 Prohibition on Loans.

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

ARTICLE VIII -AMENDMENTS

Section 8.1 Amendments to By-Laws.

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

Adopted by Resolution No. 1 of 2011, September 9, 2011
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Amended by Resolution No. 14 of 2014, April 11, 2014
Amended by Resolution No. 32 of 2015, November 13, 2015
Amended by Resolution No. of 2021, March ,2021^[A9]

Exhibit B

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

ARTICLE I THE AUTHORITY

Section 1.1 Name.

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

Section 1.2 Seal of Authority.

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

Section 1.3 Offices of the Authority.

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

ARTICLE II PURPOSES AND POWERS

Section 2.1 Purposes.

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

Section 2.2 Powers.

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

ARTICLE III MEMBERS OF THE BOARD OF THE AUTHORITY

Section 3.1 Members.

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

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

Section 3.2 Term of Office.

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

Section 3.3 Powers and Duties.

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

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

1. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
2. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the employees of the Authority, as necessary;
3. Comply with and implement the City of Syracuse code of ethics as made applicable to the members of the Board of the Authority by the Enabling Act;
4. Pursuant to Section 2825(3) of the Public Authorities Law, require each of its members to file an annual financial disclosure statement with the Onondaga County Board of Ethics on or before May 15 of each year. The Secretary of the Board shall notify a member in writing of his or her failure to timely file such annual financial disclosure statement. In the event such failure is not cured within thirty (30) days of such written notice, the Secretary shall notify the body which appointed such member of the failure to file such annual financial disclosure statement.
4. Establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member; investments; travel; the acquisition of real property and the disposition of real and personal property; and the procurement of goods and services;
5. Adopt a defense and indemnification policy and disclose such plan to any and all members and prospective members;

6. Perform each of their duties as members of the Board individually, and collectively, including but not limited to those imposed by this Section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public; and
7. Execute an acknowledgement, in the form prescribed by the Authorities Budget Office, in which each Board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph 6 of this Section and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

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

Section 3.4 Compensation.

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

Section 3.5 Compliance with State Law.

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

Section 3.6 Completion of Board Member Terms

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

ARTICLE IV OFFICERS OF THE BOARD OF THE AUTHORITY

Section 4.1 Officers.

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

Section 4.2 Authorized Officers.

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

Section 4.3 Chair.

Pursuant to the Enabling Act, the Chair of the Board shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Board and meetings of any executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Board Committees, and with respect to all actions of the Board, the Chair shall be polled last in the roll call of the Board.

Section 4.4 Vice-Chair.

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

Section 4.5 Finance Officer.

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

The Finance Officer shall be the Chair of the Finance Committee

Section 4.6 Secretary.

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

Section 4.7 Executive Director and other Officers and Advisors to the Authority.

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

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

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

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

The Chief Fiscal Officer/Treasurer (“CFO/T”) shall be an officer of the Authority and an employee of the Authority and is responsible for directing and overseeing the financial operations of the Syracuse Regional Airport Authority. Acts as the custodian of the Authority’s assets, funds and securities. The CFO/T’s responsibilities include but are not limited to: finance and accounting, investments, internal audits, debt management, capital improvement funding, insurance, employee benefits, payroll, purchasing and procurement. The CFO/T shall sign all instruments of indebtedness, all orders, and all checks for the payment of money. The work of the CFO/T is completed at the executive level under the general supervision of the Authority’s Board of Directors and the Executive Director with a high degree of independent judgment.

The General Counsel may be either an employee of the Authority or a private law firm engaged by the Authority to provide legal services.

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

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

Section 4.8 Additional Duties.

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

Section 4.9 Personnel; Professional Services.

The Authority may from time-to-time employ such personnel and/or retain or employ counsel, auditors, engineers and private consultants as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 34 of the New York Public Authorities Law, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, counsel, auditors, engineers and private consultants shall be determined by the Executive Director subject to the Board's policies, these By-Laws, and the laws of the State of New York.

ARTICLE V MEETINGS

Section 5.1 Annual Meeting.

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

Section 5.2 Regular Meetings.

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

Section 5.3 Special Meetings.

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

Section 5.4 Notice.

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

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

Section 5.5 Waiver of Notice.

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

Section 5.6 Quorum.

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

Section 5.7 Attendance by Telephone.

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

Section 5.8 Meeting Agenda's.

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

Section 5.9 Manner of Voting.

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

Section 5.10 Rules of Procedure.

All meetings of the Board shall be conducted in accordance with Robert's Rules of Order,

current edition, as modified by custom and practice of the Board.

ARTICLE VI GENERAL

Section 6.1 Resolutions.

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

Section 6.2 Fiscal Year.

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

Section 6.3 Committees.

The Board may form, from time-to-time, such standing or special committees from its members as it deems desirable to advise the Board on any matter incident to the function of the Board. The Board shall adopt a charter for each of its standing committees, with the charter directing the duties, responsibilities and operations of each standing committee. Subject to the requirements of New York Public Authorities Law, as amended, the Board shall appoint its members to standing or special committees of the Board. The Board shall designate the Chair of said standing or special committees.

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

Section 6.3.1 Audit Committee.

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

Section 6.3.2 Governance Committee.

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

Section 6.3.3 Finance Committee.

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

Section 6.3.4 Human Resources Committee.

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

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

Section 6.4 Open Meetings Law.

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

Section 6.5 Designated Official Newspaper.

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

ARTICLE VII MISCELLANEOUS

Section 7.1 Indemnification.

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

Section 7.2 Designated Depositories.

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

Section 7.3 Prohibition on Loans.

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

ARTICLE VIII AMENDMENTS

Section 8.1 Amendments to By-Laws.

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

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Amended by Resolution No. 32 of 2015, November 13, 2015

Amended by Resolution No. __ of 2021, March __, 2021

RESOLUTION CREATING THE POSITION OF DEPUTY CHIEF OPERATIONS OFFICER 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 Deputy Chief Operations Officer to be responsible for overseeing the Airport Operations and Airfield Maintenance divisions of the Airport, and other Operational/Maintenance divisions as needed. Work is performed under the general direction of the Chief Operations Officer and Executive Director, who allow the incumbent independence in planning and implementation of procedures. Designated as next in line after the Chief Operations Officer concerning operational responsibility at the Airport, and that in the event of the COO's absence from the Airport that the Deputy Chief Operations Officer shall have primary operational responsibility for all operational areas, including Airport Operations, Airfield Maintenance, Security, Terminal Maintenance, and Trades; 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)
Deputy Chief Operations Officer	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: **March __, 2021**

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

SIGNED: _____
Secretary

<u>Title</u>	Creation of New SRAA Position: <ul style="list-style-type: none"> • Deputy Chief Operations Officer
<u>Background</u>	Currently the Chief Operations Officer, the position responsible for filling in for the Executive Director when needed, oversees most divisions at the airport (which represents approximately 80% of staff): Terminal/Landside Operations, Trades, Security, Airport Operations, and Airfield Maintenance.
<u>Alternatives</u>	None
<u>Financial Impact</u>	One FTE with full compensation package, expected to start just around start of FY 21/22.
<u>Strategic Purpose</u>	Adding the Deputy Chief Operations Officer to the Authority provides targeted oversight of Airfield Maintenance and Airport Operations (divisions focused on airfield safety and compliance), freeing the Chief Operations Officer to focus on the Terminal/Landside, Trades and Security divisions. It also will provide experienced coverage for the entire Operations divisions in the COO's absence, and a direct succession plan for the Chief Operations Officer, an essential executive level position at the airport.
<u>Management Recommendation</u>	Asking the Board to approve the creation of new position.

DEPUTY CHIEF OPERATIONS OFFICER (SRAA)

DISTINGUISHING FEATURES OF THE CLASS:

The work of this high level administrative and managerial position involves responsibility for overseeing the Airport Operations and Airfield Maintenance divisions of the Airport, and other Operational/Maintenance divisions as needed. The incumbent will be responsible for effectively planning, developing, implementing, and monitoring all policies and procedures related to these areas. Work is carried out in compliance with all applicable state and federal guidelines and regulations. Work is performed under the general direction of the Chief Operations Officer and Executive Director, who allow the incumbent independence in planning and implementation of procedures. Designated as next in line after the Chief Operations Officer concerning operational responsibility at the Airport, and that in the event of the COO's absence from the Airport that the Deputy Chief Operations Officer shall have primary operational responsibility for all operational areas, including Airport Operations, Airfield Maintenance, Security, Terminal Maintenance, and Trades. Does related work as required.

TYPICAL WORK ACTIVITIES:

Provides oversight and direction to Airport Operations and Airfield Maintenance, as well as the Security, the Terminal Maintenance, and Trades divisions as needed in the COO's absence.

Ensures all administrative duties related to airport operations and airfield maintenance are performed in an acceptable and professional manner.

Provide effective leadership, support, and development of employees, including communication of reasonable standards of performance, performance management/evaluation, coaching, training, motivation, and discipline.

Anticipates needs, forecasts results, analyzes and organizes work process and procedures, and delegates assignments and/or work tasks for results.

Coordinates with senior management in the preparation of budgets and oversees implementation.

Coordinates with Directors for matters affecting airport operations.

Establishes operations contingency procedures for all situations.

Ensures compliance with FAA and TSA regulations

Analyzes and defines security requirements, including access restrictions, and develops appropriate policy to reduce vulnerability.

Reviews emergency response and safety procedures and develops and implements appropriate policies.

Conducts confidential investigations regarding security and safety.

Coordinates certain activities with public safety officials, outside contractors and agencies where appropriate.

Oversees updates to the Airport Certification Manual.

Ensures training is conducted according to requirements.

Oversees maintenance of records and files as required by state and federal regulations.

Assumes all the responsibilities of the Chief Operations Officer in their absence.

Other duties as assigned by the Chief Operations Officer and Executive Director

FULL PERFORMANCE KNOWLEDGES, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS:

Thorough knowledge of CFR 49, Part 1542

Thorough knowledge of FAA Part 139

Thorough knowledge of advisory circulars pertaining to airport operations, safety, airfield inspections, NOTAMS, and airport design and emergency responses.

Knowledge of general principles and practices of business management and personnel management.

Good knowledge of the fundamentals of security work.

Good knowledge of the principles, practices, procedures and techniques of airport operations and airfield maintenance

Good knowledge of federal, state and local laws and regulations applicable to airports, especially safety and security regulations as promulgated by the Transportation Security Administration

In depth knowledge of airport industry standards and principles of security and access control systems

Good knowledge of the laws, regulations and fundamentals of safety.

Ability to implement security and safety programs.

Ability to make detailed inspections and to recognize potential security or safety hazards.

Ability to work professionally and respectfully with a diverse staff, contractors, the public, tenants, regulatory agency officials, and public officials.

Ability to perform in stressful situations and aviation-related emergencies in a professional manner.

Ability to keep accurate records and prepare clear and concise reports.

Ability to communicate effectively, both verbally and in writing.

Ability to understand oral and written instructions.

Ability to present publicly.

Must maintain an airfield movement area driving permit/certification.

Ability to be on call for emergencies.

MINIMUM QUALIFICATIONS:

A. Bachelor's degree in Aviation Management, Security Management, Facilities Management or a related field and five (5) years of work experience, or its part time equivalent, in a supervisory capacity in a commercial airport; or,

B. Associate's degree and ten (10) years of work experience, or its part time equivalent, in airport operations, at least seven (7) of which were in a supervisory capacity in a commercial airport.

LICENSE AND CERTIFICATIONS

1. Must obtain and maintain security clearance as required by role and TSA regulations
2. Possession of valid New York State driver's license
3. Must have AAEE CM (Certified Member) certification, or become certified within one year of date of hire.

Draft 3/2021

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Finance Committee Meeting Minutes Friday, February 26, 2021

Pursuant to notice duly given and posted, the Finance Committee meeting of the Syracuse Regional Airport Authority was called to order on Friday, February 26, 2021 at 9:30 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport and Teams Virtual/Audio Conferencing by committee Chair, Dr. Shiu-Kai Chin.

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 9:30 a.m.

Roll Call:

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

Review and approval of minutes from previous meeting:

Chair Chin asked if there were comments to the minutes. A motion was made by Mr. Fisher to approve the minutes from the previous meeting on June 5, 2020 and Ms. Joanne Gagliano seconded the motion. Motion carried unanimously.

New Business

Procurement Policy revision review

CFO Watkins discussed the changes in the procurement policy which was included in the packet. One of the changes was the purchase approval dollar amount levels have been increased according to standards which allows department managers to be more responsibility for their own budgets. This new process will be more efficient as we can move towards the electronic sign off process. Additionally, the General Airport Consultants (GACs) process was reviewed.

This process was modified to allow more expansive bidding procedures for larger contracts. The Authority will not only look at local (GACs) but also national (GACs) depending on their expertise. With these upcoming changes, it was clarified that there is a set of checks and balances in place and separation of duties. Director Terreri mentioned that the changes are in line with the rollout of the new Enterprise Resource Planning (ERP) system.

Mr. Fisher asked to clarify the separation of duties and documentations. CFO Watkins stated that the accounting department restructured many internal controls. Even though one can approve the purchase, it does not actually allow the purchase. The final purchase will go through the accounting channels before purchase is made and paid for. CFO Watkins explained that the current system is paper and on Monday the new Enterprise Resource Planning (ERP) system will be in place. Everything will get scanned into the system. When a purchase requisition is placed, attached is a pdf with the quote or email, the electronic document moves to the next signature where it is signed electronically for approval. There are daily backups for the system and files will be kept indefinitely.

Mr. Fisher spoke of concerns regarding how contracts are currently being awarded. CFO Watkins explained that it is recommended contracts go out to bid on a routine basis, it encourages competition and ensures the best value. Director Terreri mentioned projects go out for bid, including smaller projects. The SYR Airport recently put out an RFQ for General Aviation Consultant (GAC) Request for qualifications (RFQ). When the FAA awards Federally funded projects they have a separate set of procurement policies that we must follow, which we built into the new RFQs and are also looking at building that at the service level as well.

Mr. Lazar made a motion to recommend the Procurement Policy Revisions to the SRAA Board and was seconded by Mr. Fisher, all members agreed.

Municipal Advisory Update

CFO Watkins updated the committee that under the existing Procurement Policy, the Authority has the right to go out and provide the best interest and sole source purchases under the municipal advisor. When the criteria required was reviewed, no local firm could be identified that had aviation industry background and experience. The Authority located Frasca & Associates who has previously worked with the airport as a subcontractor and is an MWBE business. By using Frasca & Associates we would meet the MWBE criteria required by the state. They have experience at SYR Airport and have references from the airport industry. The Authority is proposing and recommending that we move forward with Frasca & Associates for a two-year agreement with them and the fees would be on an as-needed basis. They could also help us to start setting up the airline rates and charges which we would be doing within the next year or two.

Mr. Lazar asked if this would be an hourly rate. It was explained that depending on the project it could either be a project fee or an hourly rate. Mr. Lazar inquired the costs over the two-year period, CFO Watkins stated that the bond refinancing alone would be about \$70,000, and then a

separate bond council is needed which would not be required to have aviation experience and could be someone local. Director Terreri explained that Frasca & Associates is the top firm for airports. CFO Watkins informed the committee that she has spoken to other airports and they came highly recommended with high ratings.

Mr. Fisher stated he would like to make sure that all areas were explored. He asked if we built in industry expertise requirements and excluded businesses that did not meet the criteria or create weighing criteria. CFO Watkins explained that both options were looked at. Director Terreri explained that where we are in the industry right now having the industry expertise to position the airport adds a tremendous value. Frasca & Associates is a New York based company that is a full MWBE, has the experience and is the leader in the field. The Finance Committee was in full support of management's plan to set up an agreement with Frasca & Associates.

January Financial Statement Reviewed

CFO Watkins reviewed the financial statement with the committee and stated that a good portion of income that comes in is from landing weights. Landing weights are a combination of number of flights that arrive as well as the size of the plane. In the beginning of the year, the Authority was ahead of the adjusted budget. With the COVID-19 restrictions continuing, now the airlines are managing the number of flights and either retracted them or moved to smaller aircraft, which has brought us below the re-budgeted amount. Additionally, passenger throughput is down due to these restrictions SYR is 30% behind the domestic recovery average. Total finance revenues are down approximately \$2.8K which is all volume related. The expenditures are right on target with budget, with the biggest category is due to ARFF retirement costs from the City of Syracuse. CFO Watkins explained that as we go through contract renewals and RFPs, we are renegotiating with better terms for the Authority. We recently went through the RFP process for parking management which resulted in significant cost reduction from 160K to 89K. Since the grant administration processes were brought in-house, we no longer need to contract this service out and results in further savings. The potential savings benefits for other services contracted out of the airport is also being reviewed.

CFO Watkins provided an update on the CARES Act Funds. The grant received was 12.9M and the Authority has utilized \$8.7M of these funds. These funds were used to offset the losses from reduced operations; which leaves \$4.1M remaining that the airport will put in for reimbursement. CARES Act2 has come out and the airport will be receiving 4.8M with an additional of 272K for concession relief. These funds will come back to the airport and will offset income that we would have expected to receive during average business from our concessionaires. CARES Act3 is not out yet and is expected to be finalized around March 5th.

CFO Watkins explained we have put in an PFC Application 2021, this will include replacement of jet Bridges, an Airport Master Plan Update and Flight Information Service (FIS) Facility at (Gate 15). The draft has been approved by the FAA.

The new Enterprise Resource Planning (ERP) system will be going live this weekend, it is a cloud-based system which allows remote access and improved functionality compared to the old system. The account structure will be moving from 18 digits down to 6. This system is user friendly, it will take several transactions and automate them, streamline the purchasing process, and enhanced reporting and data capabilities. Our invoices will be emailed electronically.

SYR upgraded IT Infrastructure. The Wi-Fi has gone from a 20 mg to two 500 mg lines which took place on January 13th. This provides needed redundancy in the case of outages, due to the lines coming in from two different sides of the airport. New Wi-Fi access points have been installed throughout the terminal to provide better coverage. The airfield will also be receiving new Wi-Fi access points when weather permits.

CFO Watkins reviewed the 2021/2022 budget process; final draft will go to the board by May 21st with final board review on June 25th.

Mr. Fisher explained that in the past our budget depended in part on the City of Syracuse budget, due to staff who were employed by the City of Syracuse. Mr. Fisher asked if there still dependency on the City of Syracuse budgeting process. Ms. Watkins stated that the last Full Time Employee (FTE) on the City of Syracuse payroll will be moving to the SRAA on Monday. The Authority does have two City of Syracuse staff members who will be retiring next year and are still employed by the City of Syracuse. The SRAA has the ARFF payroll which is submitted every two weeks. The SRAA provides the City of Syracuse a copy of our financials to include in their report. Mr. Fisher indicated he would encourage the SYR airport to move towards a robust process for Capital Budgeting, which would include a detailed capital plan budget going out for multiple years. Mr. Fisher said he would like this in place by the 2022 budget. Ms. Watkins explained the airport started looking at a 5-year plan last year. The capital expenditures which we have the foundation for and the capital requirements will be updated as we go through the budget process. The AIP projects related to the facility are currently planned for a 6 year time-frame.

Chair Chin asked if the committee could have a briefing on which have been the most popular flight destinations in March. Director Terreri provided an update on February passenger traffic numbers. The airlines are cautiously optimistic that New York will begin to open, so they are adding in capacity.

Investment Guidelines Annual Review

CFO Watkins stated that the Investment policy was included in the packet and that there have been no changes since the committee's last review. Mr. Lazar asked who the Treasurer is for the Authority, General Counsel Clark clarified that it is CFO Ms. Watkins.

Adjournment:

Mr. Simpson made a motion to adjourn, and Mr. Fisher seconded that motion. Meeting was adjourned at 10:46 a.m.

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Governance Committee Meeting Minutes Friday, February 26, 2021

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Friday, February 26, 2021 at 11:00 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport and Teams Virtual/Audio Conferencing by committee Chair, Mr. William Fisher.

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 at 11:00 a.m. by Chair Fisher.

Roll Call:

In attendance: Mr. William Fisher, Mr. Kenneth Kinsey, Mike Lazar, Mr. William Meyer, Mr. Michael Quill, Ms. Jo Anne Gagliano, Mr. Jason Terreri; Mr. John Carni; Ms. Joanne Clancy; Ms. Cheryl Herzog; Ms. Robin Watkins; and Mr. R. John Clark.

Review and approval of minutes from 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 Ms. Gagliano and seconded by Mr. Lazar and was unanimously approved to accept the minutes from the October 15, 2020 Governance Committee meeting.

New Business

- **Bylaw's revision review**

Chair Fisher advised the committee that a redlined version of the Bylaws had been sent electronically. General Counsel Clark reviewed the proposed changes with the committee members. General Counsel Clark discussed with the committee the completion of the annual Financial Disclosure document required by SRAA Board members. This has been a reoccurring issue in the past, where the financial disclosure is not completed promptly and requires several follow-ups. This change would require this form to be completed in a timely manner. Chair Fisher had some concerns regarding the last sentence of the proposed change. Chair Fisher does not feel under the local authority that we should revoke membership if one does not complete the Financial Disclosure in a timely manner. General Counsel Clark clarified that this change means, it will advise the body of the appointed member, that the appointee did not file their financial document. The intention of the revision is to remove the responsibility from the authority. Chair Fisher proposed the partial removal of the last sentence. General Counsel Clark stated he could change it to read the board shall notify the appointing body about such failure to file the financial disclosure. It was agreed by the committee that the wording would be changed.

General Council Clark continued the review of the changes. An addition proposed for the Bylaws is that the Chief Operating Officer was never made an official officer of the Authority. The proposed change will specifically reference the Chief Operating Officer, as an official officer of the Authority. General Counsel Clark reviewed the areas affected by this update and indicated he received the job description from the Manager of HR, Ms. Marshall.

General Counsel Clark discussed the remaining changes and put a note in the Finance Committee area to follow up with Mr. Simpson regarding a comment made about the audit process and responsibility to address the scope of the Finance Committee responsibilities, to either be considered or not. Mr. Lazar suggested this does need to be addressed. It was decided that General Counsel Clark will reach out to Mr. Simpson and then create the language for the changes and send it out next week to the committee for review and it will then be presented at the March SRAA Board meeting.

General Counsel Clark informed the committee that the proposed amendments to the Bylaws need to be considered at two SRAA Board meetings, so the soonest this could be approved will be at the March meeting.

Chair Fisher invited a motion to recommend consideration of the Bylaw changes as drafted to take place today, with some small changes that were discussed. The changes will be circulated prior to the March SRAA Board meeting for review and then be presented in its final form at the March SRAA Board meeting for final approval. The motion was made by Mr. Quill and seconded by Mr. Kinsey and was unanimously approved.

- Chair Fisher requested an addition to the agenda:
The Use of Collaboration Software by the Board and its Committees

Chair Fisher stated that the Governance Committee should be open to best practices and recommendations on how to make the board and its committees to be more effective. All members are provided an iPad that allow members access email and Dropbox for electronic versions of documents. Chair Fisher mentioned other boards he is involved with use collaboration software. Instead of emails going back and forth which may get overlooked or lost, it would provide communication through channels. This would streamline our communications with committees and the board. Chair Fisher suggested we could use Teams for our collaboration software, his experience of using this type of software has been beneficial.

Chair Fisher suggested this committee task management and IT to setup a channel for emailing purposes and continue to use Dropbox for electronic documents. The Governance Committee could test this and see if it could be valuable to all members. Executive Director Terreri mentioned that he will be speaking to the SRAA Board regarding communications, since we are currently using multiple platforms of communication. He agreed this could be a resource to move towards. Chair Fisher informed members that they should not use personal accounts due to the Freedom of Information Laws (FOIL). Chair Fisher mentioned if there are changes within the board members it would reflect those updates. Ms. Gagliano stated she would like the use of Teams over any other platform.

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. Meyer and seconded by Mr. Kinsey. Meeting adjourned at 11:36 a.m.