

**Notice of Annual Meeting**

Oneida County Industrial Development Agency Annual Meeting of the Members

584 Phoenix Drive

Rome, NY 13441

Friday, December 8, 2023

8:30 AM

To: The Board Members of the Oneida County Industrial Development Agency

Members of the public may listen to the Agency meeting by calling +1-408-418-9388, Access Code: 2631 255 4227 or attend in person. The Minutes of the Agency meeting will transcribed and posted on the OCIDA website.

The order of business at the Annual Meeting will be as follows:

1. Call Meeting to Order
2. Minutes from the 2022 Annual Meeting
3. Annual Report of the Corporation
4. Confirm and Nominate Officers for 2024
5. Ratify and Confirm Actions taken in 2023
6. Committee Reports
7. Old Business
8. New Business
9. Adjourn Meeting

Dated: November 28, 2023

Very truly yours,

Shawna Papale  
Executive Director/Secretary

Agenda  
Oneida County Industrial Development Agency  
**Annual Meeting of the Members**  
584 Phoenix Drive  
Rome, NY 13441  
Friday, December 8, 2023  
8:00 AM

1. Call Meeting to Order
2. Minutes from the 2022 Annual Meeting
3. Annual Report of the Corporation
4. Confirm and Nominate Officers for 2024
5. Ratify and Confirm Actions taken in 2023
4. Committee Reports
5. Old Business
6. New Business
7. Adjourn Meeting

**DRAFT**

Minutes of the Annual Meeting of the  
Oneida County Industrial Development Agency

December 8, 2022; 2:30 PM  
at Mohawk Valley EDGE  
584 Phoenix Drive, Rome, NY  
and via Webex

**Members Present:** David Grow, Steve Zogby, Kirk Hinman, Eugene Quadraro, Mary Faith Messenger, Mike Fitzgerald.

**Members Present Webex:** Ferris Betrus.

**EDGE Staff Present:** Shawna Papale, Steve DiMeo, Bill Van Shufflin, Tim Fitzgerald, Laura Cohen, and Maureen Carney (via WebEx).

**Others Present:** Rome Mayor Jackie Izzo

**Others Present Webex/Teleconference:** Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Genevieve Trigg and Paige Beyer, Barclay Damon; Karen Hawkins, Fogel & Brown, P.C.; Alexis Manore, Sentinel Media Co.; Paul Goldman, Goldman Attorneys PLLC.

Chairman D. Grow called the meeting to order at 2:35 PM.

**Executive Session**

At 2:35 PM a motion to enter executive session in order to discuss current litigation and potential contracts was made by E. Quadraro, seconded by M. Fitzgerald, and carried 7-0.

At 3:08 PM a motion to exit executive session and return to the open meeting was moved by F. Betrus, seconded by E. Quadraro, and carried 7-0.

The Agency reviewed the minutes from the 2021 Annual Meeting. **A motion to approve the 2021 Annual Meeting minutes was made by M. Fitzgerald, seconded by M.F. Messenger, and carried, 7-0.**

The Agency received and reviewed the Annual Report of the Agency. The report was accepted as presented to the Agency.

The Agency received the slate of officers for 2023: David Grow, Chair; Michael Fitzgerald, Vice Chair; Mary Faith Messenger, Treasurer; Shawna Papale, Secretary/Executive Director and Tim Fitzgerald, Assistant Secretary. **A motion to Confirm Officers for 2023, as presented, was made by S. Zogby, seconded by M. Fitzgerald, and carried, 7-0.**

Chair Grow requested a motion to ratify and confirm the actions taken by the Agency during the 2022 year. **A motion to ratify and confirm the actions taken by the Agency during 2022 was made by M. Fitzgerald, seconded by K. Hinman, and carried, 7-0.**

The Committees had no reports to provide for 2022.

There being no further business, **at 3:16 PM a motion to adjourn the meeting was made by S. Zogby, seconded by M. Fitzgerald, and carried, 7-0.**

Respectfully Submitted,

Tim Fitzgerald

**ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL HOUSEKEEPING RESOLUTION  
2023**

The Annual Meeting of Oneida County Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 8, 2023 at approximately 8:00 o’clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

**PRESENT:**

David C. Grow, Esq., Chairman; Michael Fitzgerald, Vice-Chair; Mary Faith Messenger; Ferris Betrus, Jr.; Eugene F. Quadraro; Stephen R. Zogby; and Kirk Hinman

ABSENT: None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Shawna Papale; Timothy Fitzgerald; Jacqueline M. Izzo, Mayor of Rome, NY; Mark D. Levitt, Esq., Jenna Peppenelli, Esq.; \_\_\_\_\_

Thereafter, a regular meeting of the Agency was held and was convened in public session at the offices of the Agency located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 8, 2023 at approximately 8:15 o’clock a.m., local time.

**PRESENT:**

David C. Grow, Esq., Chairman; Michael Fitzgerald, Vice-Chair; Mary Faith Messenger; Ferris Betrus, Jr.; Eugene F. Quadraro; and Stephen R. Zogby; and, Kirk Hinman

ABSENT: None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Shawna Papale; Timothy Fitzgerald; Hon. Jacqueline M. Izzo, Mayor of Rome, NY; Mark D. Levitt, Esq., Jenna Peppenelli, Esq.; \_\_\_\_\_

At said meeting convened on December 8, 2023, the following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_, memorializing certain annual appointment and administrative actions taken at the Annual Meeting and at the regular meeting of the Agency dated December 8, 2023, to wit:

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND  
ADMINISTRATIVE MATTERS OF THE AGENCY.**

**WHEREAS**, by Title 1 of Article 18-A of the General Municipal Law (“GML”) of the State of New York (the “State”), as amended, and Chapter 358 of the Laws of 1971 of the State, (hereinafter collectively called the “Act”), the Oneida County Industrial Development Agency was created as a public benefit corporation of the State; and

**WHEREAS**, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

**WHEREAS**, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

**WHEREAS**, the members of the Agency desire to make certain appointments and approve certain administrative matters;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:**

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves, ratifies and confirms the policies described in Schedule A.

(C) Confirms that the meeting held on December 8, 2023 constituted the annual meeting of the Agency as provided in the By-Laws of the Agency.

(D) Ratifies and confirms the Agency’s actions taken in 2023.

Section 2. The Agency hereby authorizes the Chairman and the Executive Director to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote by voice, which was unanimously accepted.

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK     )  
                                      ) ss.:  
COUNTY OF ONEIDA     )

I, the undersigned Secretary of Oneida County Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meetings of the members of the Agency held on December 8, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

---

Shawna Papale, Secretary

SCHEDULE A  
- SEE ATTACHED -

A-1

Confirmation of Regular Agency Meeting Schedule	2024 Meeting Calendar Attached as A-2
Officers of the Agency	David A. Grow, Chairman Michael Fitzgerald, Vice Chair Mary Faith Messenger, Treasurer Shawna Papale, Secretary, Timothy Fitzgerald, Assistant Secretary
Appointment of Executive Director	Shawna Papale
Contracted Staff Services	Mohawk Valley EDGE
Appointment of Agency Counsel	Levitt & Gordon, Esqs.
Appointment of Bond Counsel to the Agency	Bond, Schoeneck & King, PLLC
Approval and Confirmation of Agency Policies	Mission Statement Compensation, Reimbursement and Attendance Policy Code of Ethics Whistleblower Policy Investment Policy Disposition of Property Guidelines, Procurement Policy Travel Policy Recapture Policy Uniform Tax Exemption Policy Internal Control Policy Sale Leaseback Policy Projects Fee Schedule Travel and Discretionary Funds Policy Communications Policy Conflicts Policy Sexual Harassment Policy
Appointment of Contracting Officer	Shawna Papale, Executive Director
Appointment of Governance Committee Members	David C. Grow, Chairman Michael Fitzgerald, Vice Chair Ferris Betrus, Jr. Eugene F. Quadraro Mary Faith Messenger Stephen R. Zogby Kirk Hinman
Appointment of Audit Committee Members	Mary Faith Messenger Kirk Hinman Stephen R. Zogby
Appointment of Finance Committee Members	Mary Faith Messenger Kirk Hinman Stephen R. Zogby



A-2 2024 Meeting Calendar

SCHEDULE A  
- SEE ATTACHED -

A-1

Confirmation of Regular Agency Meeting Schedule	2024 Meeting Calendar Attached as A-2
Officers of the Agency	David A. Grow, Chairman Michael Fitzgerald, Vice Chair Mary Faith Messenger, Treasurer Shawna Papale, Secretary, Timothy Fitzgerald, Assistant Secretary
Appointment of Executive Director	Shawna Papale
Contracted Staff Services	Mohawk Valley EDGE
Appointment of Agency Counsel	Levitt & Gordon, Esqs.
Appointment of Bond Counsel to the Agency	Bond, Schoeneck & King, PLLC
Approval and Confirmation of Agency Policies	Mission Statement Compensation, Reimbursement and Attendance Policy Code of Ethics Whistleblower Policy Investment Policy Disposition of Property Guidelines, Procurement Policy Travel Policy Recapture Policy Uniform Tax Exemption Policy Internal Control Policy Sale Leaseback Policy Projects Fee Schedule Travel and Discretionary Funds Policy Communications Policy Conflicts Policy Sexual Harassment Policy
Appointment of Contracting Officer	Shawna Papale, Executive Director
Appointment of Governance Committee Members	David C. Grow, Chairman Michael Fitzgerald, Vice Chair Ferris Betrus, Jr. Eugene F. Quadraro Mary Faith Messenger Stephen R. Zogby Kirk Hinman
Appointment of Audit Committee Members	Michael Fitzgerald Mary Faith Messenger Ferris Betrus, Jr.
Appointment of Finance Committee Members	Michael Fitzgerald Mary Faith Messenger Ferris Betrus, Jr.



## 2024 Meeting Dates

January 19

February 9

March 26

April 26

May 17

June 21

July 19

August 23

September 20

October 18

November 15

December 13

*Questions? Please contact [info@mvedge.org](mailto:info@mvedge.org)*