

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON JANUARY 13, 2021 AT 4:00PM VIA
CONFERENCE CALL**

Members Present: Carl Annese, Joanne Gerace, Paul Romano, Vin Karl, Harold Stalker, Gregory Gaeta, Mike Parsons, Mark Mojave & Shawn Weiman

Also Present: Mike Potrzeba, Robert Esche & Kevin Martin

Excused:

Authority Business:

Carl calls the meeting to order at 4:08 PM

Rob discusses the potential for a vaccine hub for New York State located on the Authority's property

Harold made a motion to go into executive session at 4:19 PM, seconded by Paul. All in favor.

Kevin made a motion to come out of executive session at 5:02 PM, seconded by Mark. All in favor.

A motion to adjourn the meeting was made by Gregory at 5:07 PM, seconded by Harold, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON JANUARY 20, 2021 AT 4:00PM VIA
CONFERENCE CALL**

Members Present: Carl Annese, Joanne Gerace, Vin Karl, Harold Stalker, Gregory Gaeta, Mark Mojave &

Also Present: Mike Potrzeba & Kevin Martin

Excused: Paul Romano, Mike Parsons & Shawn Weiman

Authority Business:

Carl calls the meeting to order at 4:04 PM

Kevin updates the board on the progress in the last week. Kevin explains he has texted and emailed County Attorney Peter Rayhill to setup a meeting with no response. Discussion on ways to move forward with the county legislator.

Vin makes a motion to approve the minutes from December 16, 2020, Paul seconds, all in favor

Harold makes a motion to bind insurance coverage with Philadelphia Insurance for the period based on best value, Joanne seconds, all in favor

The following Vouchers were presented for approval

- Bank of Utica \$6,542.46
- Excelsior \$2,000.00

A motion to adjourn the meeting was made by Gregory at 5:07 PM, seconded by Harold, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON MARCH 17, 2021 AT 4:00PM**

Members Present: Carl Annese, Mike Parsons, Vin Karl, Mark Mojave, Shawn Weiman

Also Present: Kevin Martin

Excused: Paul Romano, Joanne Gerace, Harold Stalker & Gregory Gaeta

Authority Business:

Carl calls the meeting to order at 4:15 PM

Shawn made a motion to go into executive session at 4:19 PM, seconded by Vin. All in favor.

Vin made a motion to come out of executive session at 5:02 PM, seconded by Mark. All in favor.

Kevin explained that the Oneida County Board of Legislature passed a resolution that confirmed Oneida County will hire Venue Solutions to study the NEXUS numbers & compile a report by the end of March 2021 to see how our estimates will match up to the debt service needs. County Executive Picente also verbally committed to backing the bond.

A motion to adjourn the meeting was made by Vin at 5:20 PM, seconded by Mike, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON APRIL 14, 2021 AT 4:00PM**

Members Present: Carl Annese, Joanne Gerace, Mark Mojave, Paul Romano, Harold Stalker & Gregory Gaeta

Also Present: Kevin Martin & Mike Potrzeba

Excused: Mike Parsons, Vin Karl & Shawn Weiman

Authority Business:

Carl calls the meeting to order at 4:00 PM

Kevin disburses resolutions on NEXUS center bonding and resolution on qualifications on selecting a qualified underwriter for the bond. Discussion

Gregory makes a motion to approve the resolution for “Guidelines For Private and Public Sales of Authority Bonds on a Negotiated Basis Pursuant to Public Authorities Law Section 1945(4)” Harold seconds, All in favor.

Paul makes a motion to approve the resolution “Declaring Official Intent To Undertake And Finance NEXUS Center Project” Mark seconds, All in favor.

Harold makes a motion to authorize Echo Financial Partners, Bond, Schoeneck & King & Martin & Rayhill, P.C. to prepare the RFP for a Bond Issuer for the Nexus Project. Gregory seconds, All in favor.

Harold made a motion to go into executive session at 4:19 PM, seconded by Paul. All in favor.

Kevin made a motion to come out of executive session at 5:02 PM, seconded by Mark. All in favor.

A motion to adjourn the meeting was made by Vin at 5:20 PM, seconded by Joanne, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON MAY 19, 2021 AT 4:00PM**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Mike Parsons, Vin Karl & Gregory Gaeta

Also Present: Kevin Martin, Robert Esche, Mike Potrzeba & Kevin Connell (via Phone)

Excused: Joanne Gerace, Shawn Weiman & Paul Romano

Authority Business:

Carl calls the meeting to order at 4:05 PM

Kevin discusses the progress made on the 2021 RFP for Underwriting Services. Kevin Connell from Echo Financial Products, LLC discussed the three proposals received from RBC Bank, PNC Bank & Barclays Bank. Wells Fargo declined to submit to the RFP. Kevin Connell discusses the pros and cons of each bank from fee proposal.

Based on the responses from the FRP, Kevin Connell recommends using RBC Bank as the lead bank to run 80% of the bond, and PNC Bank to run 20% of the bond.

Harold makes a motion to authorize bond advisor Kevin Connell with Echo Financial Products, LLC and bond council Paul Reichel with Bond, Schoeneck, King, PC to enter into an agreement with RBC as the Senior Manager Underwriter with PNC bank as a potential Co-Manager for a bond underwriting project for the NEXUS Center. Mark Second, All in favor.

The following bills were presented for approval:

Bank of Utica (May)	\$6,542.46
Bank of Utica (June)	\$6,542.46

A motion to adjourn the meeting was made by Vin at 4:50 PM, seconded by Mark, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON JUNE 16, 2021 AT 4:00PM**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Paul Romano, Vin Karl & Gregory Gaeta

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused: Joanne Gerace, Shawn Weiman & Mike Parsons

Authority Business:

Carl calls the meeting to order at 4:07 PM

Carl presents the quote for solar shades for the Horton Room for \$3,559.00 from The Added Touch Drapery Shop. The wood is drying out in the Horton Room due to the direct sunlight and lack of shades. Harold makes a motion to approve the quote, seconded by Paul. All in favor.

Rob presents the quote for DASH for the scheduling program for the NEXUS center. Discussion on the pros and cons of the system.

The following bills were presented for approval:

Bank of Utica (July)	\$6,542.46
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Mark makes a motion to extend the note with Bank of Utica in the amount of \$32,301.88 for an additional three months from 7/12/21 to 10/12/21. Seconded by Vin, all in favor.

Greg makes a motion to go into executive session at 4:32PM, Seconded by Mark. All in favor

Harold makes a motion to come out of executive session at 5:00PM, Seconded by Mark. All in favor.

A motion to adjourn the meeting was made by Vin at 4:50 PM, seconded by Mark. All in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON JULY 27, 2021 AT 6:00PM**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Mike Parsons, Vin Karl, Gregory Gaeta, Joanne Gerace, Shawn Weiman & Paul Romano

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused:

Authority Business:

Carl calls the meeting to order at 6:02 PM

A motion was made by Joanne to go into executive session at 6:03 PM, seconded by Harold, all in favor

A motion was made by Shawn to go out of executive session at 8:47 PM, seconded by Mike, all in favor

A motion to adjourn the meeting was made by Vin at 4:50 PM, seconded by Mark, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON AUGUST 11, 2021 AT 4:00PM**

Members Present: Carl Annese, Mark Mojave, Mike Parsons, Vin Karl, Gregory Gaeta & Steve DiMeo & Mary Pratt

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused: Paul Romano & Shawn Weiman

Authority Business:

Carl Annese calls the meeting to order at 4:10 PM.

A motion was made by Mike Parsons to approve the minutes of 7/27/2021, seconded by Greg Gaeta, all in favor.

Mark Mojave motion to approve the Bank of Utica payment for \$6,542.46, Vin Karl seconds, all in favor.

Rob Esche updates the authority on the events of July (Toby Keith concert), looking to host another concert in December after the Comets, UCFC & Utica College season kicks off. Training camp for the Utica Comets begins on September 28.

Mike Parsons makes a motion to go into executive session at 4:23 PM, Mark Mojave seconds, all in favor.

Mike Parsons makes a motion to come out of executive session at 6:53 PM, Mark Mojave seconds, all in favor.

Steve DiMeo makes a motion to approve the attached resolution in relation to the Nexus Center, Mark Mojave seconds, Mary Pratt recuses herself, all in favor.

A motion to adjourn the meeting was made by Mike Parsons at 7:17 PM, seconded by Mark Mojave, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON SEPTEMBER 08, 2021 AT 4:00PM**

Members Present: Carl Annese, Shawn Weiman, Mark Mojave, Mike Parsons, Vin Karl, Steve DiMeo & Mary Austin Pratt

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused: Paul Romano & Gregory Gaeta

Authority Business:

Carl Annese calls the meeting to order at 4:10 PM.

A motion was made by Mike Parsons to approve the minutes of 8/11/2021, seconded by Shawn Weiman, all in favor.

Vin Karl makes a motion to approve the Bank of Utica payment for \$6,869.58, Shawn Weiman seconds, all in favor.

Vin Karl makes a motion to approve the 2019 Audited Financial Statements, Mark Mojave seconds, all in favor.

Carl discusses that with Joanne Gerace no longer on the board, the Authority is without a board secretary. Mike Parsons makes a motion to appoint Gregory Gaeta as secretary, Vin Karl seconds, all in favor.

Mike Potrzeba presents the Insurance RFP for 2022 to the board. Discussion on the proposal

Steve Dimeo makes a motion to go into executive session at 4:23 PM, Shawn Weiman seconds, all in favor.

Mike Parsons makes a motion to come out of executive session at 6:53 PM, Mark Mojave seconds, all in favor.

Cameras & Software – Rob Esche presents two purchase orders and one invoice for approval for NEXUS allowance items. Teradek Purchase Order 1035 for \$16,626.69, ChyronHego Purchase Order 1036 & ChyronHego Invoice for \$16,626.69. Vin Karl makes motion, Steve Dimeo second, all in favor

Vin Karl motion to approve the Teradek payment for \$16,626.46, Steve Dimeo seconds, all in favor.

Special Meeting Scheduled for Wednesday September 15, 2021 @ 5:00PM

A motion to adjourn the meeting was made by Mike Parsons at 7:17 PM, seconded by Mark Mojave, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON SEPTEMBER 15, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta , Mark Mojave, Mike Parsons, Vin Karl, Steve DiMeo & Mary Austin Pratt

Also Present: Kevin Martin & Mike Potrzeba

Excused: Paul Romano & Shawn Weiman

Authority Business:

Carl Annese calls the meeting to order at 5:04 PM.

Mike Parsons makes a motion to go into executive session at 5:06 PM to discuss contracts, Mark Mojave seconds, all in favor.

Mark Mojave makes a motion to come out of executive session at 5:21 PM, Mary Austin Pratt seconds, all in favor.

Steve Dimeo makes a motion to approve the Resolution Authorizing The Issuance And Sale Of The Authority's Revenue Bonds (Nexus Center Project), Series 2021 In An Aggregate Principal Amount Not To Exceed \$35M and the execution of related documents. Mark Mojave, all in favor.

A motion to adjourn the meeting was made by Gregory Gaeta at 5:25 PM, seconded by Mark Mojave, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON OCTOBER 13, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano, Steve DiMeo & Shawn Weiman

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused: Mike Parsons

Authority Business:

Carl Annese calls the meeting to order at 5:04 PM.

Shawn makes a motion to approve the minutes from 9/8/21 & 9/15/21, Mark seconds, all in favor

Mike passes out the following payment vouchers for approval:

• CED Baldwin Hall	\$38,411.00
• Fetech	\$1,500.00
• Fetech	\$3,000.00
• Gaetano Construction	\$37,500.00
• The Pike Company	\$12,500.00
• National Grid	\$60,299.35
• National Grid	\$2,083.85
• O'Brien & Gere	\$129,277.24
• O'Brien & Gere	\$57,399.01
• O'Brien & Gere	\$13,681.40
• O'Brien & Gere	\$20,658.50
• O'Brien & Gere	\$2,145.00
• Nationwide Insurance	\$28,173.00
• Usmail Electric	\$39,144.80
• Usmail Electric	\$31,705.25
• Usmail Electric	\$24,957.60
• ChyronHego	\$41,244.83
• Bank of Utica	\$6,542.46

Rob updates the board on the restart of NEXUS, anticipates once the bonds close and the contractors are paid that construction should restart in November or early December. Kevin speaks about the process of the bond sale and that all the paperwork has been signed off on for the closing on October 18th. Discussion on the project and step going forward

Carl discusses the editorial sent about the naming rights of the building and the tour that Carl provided to the author of the editorial. Rob discusses the plans for Veterans Day this year, with

the Comets playing a game at 3:00PM that day. Rick discusses the addition of flag poles, and flags for the plaza in addition to the other events for the date, along with the completion of the brick wall inside the building on the inner concourse.

Mary discusses the vaccination plan for the building, current guidelines for buildings under 5,000 attendees is non-vaccinated patrons are required to wear a mask, along with kids under the age of 11. There are no requirements for patrons who are fully vaccinated. The authority will monitor the situation and will speak again about it at the next meeting.

A motion to adjourn the meeting was made by Greg at 5:57 PM, seconded by Vin, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON NOVEMBER 10, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano & Steve DiMeo

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused: Mike Parsons & Shawn Weiman

Authority Business:

Carl Annese calls the meeting to order at 4:09 PM.

Rick goes over details of the annual Military Night Utica Comets game on Thursday 11/10/21, including the addition of 2 new flag poles and the painting of the crosswalks in front of the building. The City of Utica completed the new light poles today on the newly renamed “Gold Star Way” along with helping secure the new road signs.

Steve makes a Resolution to rename the exterior plaza to “Veterans Plaza”, Mary second, all in favor

Gregory makes a motion to approve the minutes from 10/13/21, Mary seconds, all in favor

Mike passes out the following payment vouchers for approval:

• ImageMaster (NEXUS Bond Issuance)	\$3,538.41
• Athletica Sport System (NEXUS Allowance)	\$19,001.80
• Athletica Sport System (NEXUS Allowance)	\$9,175.00
• Stephen S Starr Mechanical Corp.	\$10,800.00
• Inserra’s Flooring Outlet	\$4,994.00
• Inserra’s Flooring Outlet	\$4,710.32
• Inserra’s Flooring Outlet	\$1,631.99
• NJ Flihan & Co, Inc.	\$2,300.00
• Inserra’s Flooring Outlet	\$1,701.91
• Inserra’s Flooring Outlet	\$1,883.12
• Usmail Electric	\$7,737.30
• Stephen S Starr Mechanical Corp.	\$6,255.80
• Oneida County (NEXUS Ramboll)	\$31,285.20

Mark makes a motion to accept the Accountant Engagement letter for 2022 from D’Arcangelo & Co. LLP, Vin Karl seconds. All in favor

Discussion on the progress of NEXUS and next steps on grant reimbursement. Carl will reach out to Oneida County tomorrow to setup a meeting with county leadership.

Discussion on the injury during the Utica College Game on October 30, 2021 and subsequent letter received by the county. Carl will forward the letter to Rob & Mike to respond to the letter.

Further discussion on COVID Protocols

Discussion had on master plan. Paul passes around a proposal for design services for the board to review, discussion on the proposal. Vin makes a motion to approve the proposal from Manica Architecture for \$25,000 plus reimbursable expenses, Steve seconds. All in favor.

A motion to adjourn the meeting was made by Greg at 6:37 PM, seconded by Vin, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON DECEMBER 28, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano, Mike Parsons, Shawn Weiman & Steve DiMeo

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused:

Authority Business:

Carl calls the meeting to order at 4:03 PM.

The following vouchers were presented for approval

De Lage Landen Public Finance	\$3,872.16
Alexander Mitchell & Son, Inc.	\$3,150.00
Bank of Utica	\$6,542.46
Manica Architecture	\$5,000.00
Department of Transportation	\$100.00

Discussion on insurance renewal for 2022

Vin makes a motion to bind coverage with Philadelphia Insurance through Insurance Office of America for 2022 General Liability, Inland Marine, Liquor Liability, Commercial Auto, Property, DIC and Excess Liability Insurance for a price of \$119,131. Mark seconds, all in favor. Steve opposed.

Discussion on MVG Contract, the board will review the proposed changes and an emergency meeting will take place of 12/31/21 @ 4:00 PM

Rick updates the board on upcoming and previous events

Discussion on NEXUS project

Carl makes a motion to retain Kevin Martin as the authority's legal consul for 2022. Vin seconds, all in favor

A motion to adjourn the meeting was made by Greg at 6:27 PM, seconded by Vin, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON DECEMBER 31, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano, Mike Parsons, Shawn Weiman & Steve DiMeo

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused:

Authority Business:

Carl calls the meeting to order at 4:03 PM.

Vin makes a motion to go into executive session at 4:04 PM, seconded by Mike Parsons, all in favor

Steve makes a motion to come out of executive session at 6:00 PM, seconded by Mike Parsons, all in favor

Paul makes a motion to authorize their attorney and chairman to enter into the amended professional management services agreement with Garden Entertainment, LLC substantially in the form presented during Executive Session with two modifications: to add the 2017 contract addendum as an exhibit to the agreement, and to change the phrase "Chairman or his designee" to "Chairman or his or her designee" in the contract. Vin Second, all in favor

Paul makes a motion to authorize the attorney and chairman to enter into an agreement to cap Garden Entertainment, LLCs contribution to the Authority's Nexus Center bond debt service at 71.4%. Shawn second, all in favor

Steve makes a motion to accept resolution 2021-12 to restart the NEXUS Center project. Greg seconds, all in favor.

Carl makes a motion to nominate Greg Gaeta as Secretary for 2022. Mike Parsons seconds, all in favor

Vin makes a motion to nominate Carl Annese as the Chairman for 2022, Mike Parsons seconds, all in favor

A motion to adjourn the meeting was made by Greg at 6:27 PM, seconded by Vin, all in favor



Upper Mohawk Valley Memorial Auditorium Authority

400 Oriskany Street West, Utica, New York, 13502 (315) 738-0164

Property Listing

Address	Tax ID
400 Oriskany St W Utica, NY 13502	318.34-1-15
470 Whitesboro St Utica, NY 13502	318.34-1
No Address	318.34-1.1
300 Oriskany St W Utica, NY 13502	318.34-1-20



UTICA MEMORIAL AUDITORIUM

400 Oriskany Street West, Utica, New York, 13502 (315) 738-0164

Authority's Mission Statement and Performance

Measurements Name of Public Authority:

Upper Mohawk Valley Memorial Auditorium Authority

Public Authority's Mission Statement:

"To provide an environment for entertainment, sports, community events and recreation in order to create a positive economic impact and improved quality of life for the citizens of the Mohawk Valley"

List of Performance Goals:

- 1.) To improve the quality of each event by maintaining, improving and upgrading the auditorium facilities.
- 2.) To provide community events that will attract residents of the Mohawk Valley, Region and State to attend and participate.
- 3.) To provide a safe, friendly and comfortable atmosphere for each event.
- 4.) Continue to improve the number and quality of events being held at the auditorium.
- 5.) Increase the overall utilization of the auditorium.
- 6.) To continue managing the auditorium with an operating surplus.

Performance Measures:

- 1.) The authority continued construction of the NEXUS Center on the former Tartan Textile site, a 170,000 + square foot complex featuring three multipurpose playing surfaces that can be utilized as ice rinks or turf. The facility is estimated to be completed in November 2022
- 2.) In 2021, the auditorium held 36 events with 63,586 people in attendance. The facility was unable to host events at full capacity for most of Q1 & Q2 of 2021 due to the COVID-19 Pandemic
- 3.) The authority members meet at least once a month to discuss, review, analyze and implement the goals and objectives of the auditorium.
- 4.) In 2021 the auditorium held various entertainment, sports and community events including the following:

- Toby Keith Concert
- Utica City FC
- Utica College Men's & Women's Hockey
- Utica Comets AHL Hockey

- 5.) The auditorium's current financial situation is sound with a budgeted operating surplus projected over the next 2 years.

Authority Acknowledgements:

1.) Have the authority members acknowledged that they have read and understood the mission of the public authority?

Yes

2.) Who has the power to appoint the management of the public authority?

Members of the Authority

3.) If the Authority appoints management, do you have a policy you follow when appointing the management of the public authority?

No

4.) Briefly describe the role of the Authority and the role of management in the implementation of the mission.

The Authority meets at least once a month to discuss, review, analyze and implement the goals and objectives of the auditorium. The Authority contracts with management services to meet these objectives.

5.) Has the Authority acknowledged that they have read and understood the responses to each of these questions?

Yes

BYLAWS

UPPER MOHAWK VALLEY MEMORIAL AUDITORIUM AUTHORITY

ARTICLE I

PREAMBLE

Title 10-B of Article 8 of the Public Authorities Law of the State of New York created a public corporation known as the Upper Mohawk Valley Memorial Auditorium Authority (the "Authority"). The governing body of the Authority is a board consisting of seven members.

ARTICLE II

OFFICERS

As provided by section 1942(2) of the Public Authorities Law, the officers of the Authority shall consist of a Chairman, Vice-Chairman, and Treasurer, who shall be members of the Authority, and a Secretary, who need not be a member of the Authority.

The Chairman shall preside at all meetings of the Authority and shall sign and execute all contracts in the name of the Authority and all notes, bonds or other indebtedness who so authorized by a resolution of the Board.

The Vice-Chairman may preside over meetings of the Authority as a result of the temporary absence of the Chairman.

ARTICLE III

MEETINGS

Regular meetings of the members of the Authority shall be held on the second tuesday of each and every month at 4:00 p.m. at the Auditorium, 400 Oriskany Street W., Utica, New York, or as otherwise determined by the Authority.

Special meeting may be held at any time or place within the service area of the Authority (as defined by section 1941(18) of the Public Authorities Law) on twenty-four (24) hours' notice to each member of the Authority, or within the State of New York on as seventy-two (72) hour notice to each member of the Authority. Such notice may be oral, telephonic, written or any other means reasonably calculated to provide notice to each member of the Authority, and shall state, in addition to the purposes, the date, place and hour of such meeting. Oral notice shall be immediately confirmed in writing.

All meetings of the Authority shall comply with the Public Officers Law of the State of New York.

The order of business and all other matters of procedure at each meeting of the Authority may be determined by the presiding officer.

The Chairman may request the resignation of a member who fails to attend any three regular meetings of the Authority in any calendar year and/or fails to attend two successive regular meetings, if in either case, such absences are not excused by the Chairman for good cause.

ARTICLE IV

COMMITTEES

The Chairman of the Authority may create one or more committees, which shall serve in an advisory capacity only, and no committee shall be delegated any powers of the Authority.

Meetings of any committee of the Authority may be held at such places and at such times as may be determined by either the Authority or such committee, and on such notice to the members of the committee as shall be required for meetings.

The chairman of the committee or, in the event that the office of the committee chairman is vacant or in the absence or disability of the committee chairman, such other member of the committee as is chosen by the committee shall preside at each meeting of the committee. The chairman of the committee shall appoint a member of the committee to act as secretary.

All committees shall keep minutes of their meetings, which shall be circulate to all members of the Authority.

ARTICLE V

DEFENSE AND INDEMNIFICATION

The Authority shall confer upon its employees (including its current and former members, officers and employees, their estates and their judicially appointed representatives) the benefits of Section 18 of the Public Officers Law providing for the defense and indemnification of employees of public entities. The Authority shall be held liable for the costs incurred under the provisions of said law.

The benefits accorded to employees under this Article and Section 18 of Public Officers Law shall supplement, and be available in addition to, defense or indemnification protection conferred by other statutes or otherwise.

ARTICLE VI

FISCAL YEAR

The Fiscal Year of the Authority shall commence on the first day of January and end of the 31st day of December of each calendar year.

ARTICLE VII

BYLAWS, RULES AND REGULATIONS

Bylaws of the Authority may be adopted, amended or repealed at any meeting of the Authority by vote of a majority of the whole number of the voting members of the Authority; provided that, the first meeting of the Authority at which an amendment to or repealing of the Bylaws is proposed, any member may unilaterally require that voting on the proposed amendment or repeal of the Bylaws be postponed until the next regular meeting of the Authority.

The Secretary of the Authority shall file the Bylaws and any amendments thereto, duly certified by such secretary, in the office of the Authority.

Except as may otherwise by law, the Bylaws of the Authority or any part thereof may be suspended at any meeting of the Authority, by majority vote of the members of the Authority.

The Authority shall have the power, from time to time, by majority vote of the members, to establish, add to, amend, modify or revoke rules and regulations governing the operations and affairs of the Authority, which shall have the same force and effect as though fully incorporated in and made a part of these Bylaws.

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AUDITORIUM AUTHORITY HELD ON JANUARY 13, 2021 AT 4:00PM VIA
CONFERENCE CALL**

Members Present: Carl Annese, Joanne Gerace, Paul Romano, Vin Karl, Harold Stalker, Gregory Gaeta, Mike Parsons, Mark Mojave & Shawn Weiman

Also Present: Mike Potrzeba, Robert Esche & Kevin Martin

Excused:

Authority Business:

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Also Present: Mike Potrzeba & Kevin Martin

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**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON MARCH 17, 2021 AT 4:00PM**

Members Present: Carl Annese, Mike Parsons, Vin Karl, Mark Mojave, Shawn Weiman

Also Present: Kevin Martin

Excused: Paul Romano, Joanne Gerace, Harold Stalker & Gregory Gaeta

Authority Business:

Carl calls the meeting to order at 4:15 PM

Shawn made a motion to go into executive session at 4:19 PM, seconded by Vin. All in favor.

Vin made a motion to come out of executive session at 5:02 PM, seconded by Mark. All in favor.

Kevin explained that the Oneida County Board of Legislature passed a resolution that confirmed Oneida County will hire Venue Solutions to study the NEXUS numbers & compile a report by the end of March 2021 to see how our estimates will match up to the debt service needs. County Executive Picente also verbally committed to backing the bond.

A motion to adjourn the meeting was made by Vin at 5:20 PM, seconded by Mike, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON APRIL 14, 2021 AT 4:00PM**

Members Present: Carl Annese, Joanne Gerace, Mark Mojave, Paul Romano, Harold Stalker & Gregory Gaeta

Also Present: Kevin Martin & Mike Potrzeba

Excused: Mike Parsons, Vin Karl & Shawn Weiman

Authority Business:

Carl calls the meeting to order at 4:00 PM

Kevin disburses resolutions on NEXUS center bonding and resolution on qualifications on selecting a qualified underwriter for the bond. Discussion

Gregory makes a motion to approve the resolution for “Guidelines For Private and Public Sales of Authority Bonds on a Negotiated Basis Pursuant to Public Authorities Law Section 1945(4)” Harold seconds, All in favor.

Paul makes a motion to approve the resolution “Declaring Official Intent To Undertake And Finance NEXUS Center Project” Mark seconds, All in favor.

Harold makes a motion to authorize Echo Financial Partners, Bond, Schoeneck & King & Martin & Rayhill, P.C. to prepare the RFP for a Bond Issuer for the Nexus Project. Gregory seconds, All in favor.

Harold made a motion to go into executive session at 4:19 PM, seconded by Paul. All in favor.

Kevin made a motion to come out of executive session at 5:02 PM, seconded by Mark. All in favor.

A motion to adjourn the meeting was made by Vin at 5:20 PM, seconded by Joanne, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON MAY 19, 2021 AT 4:00PM**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Mike Parsons, Vin Karl & Gregory Gaeta

Also Present: Kevin Martin, Robert Esche, Mike Potrzeba & Kevin Connell (via Phone)

Excused: Joanne Gerace, Shawn Weiman & Paul Romano

Authority Business:

Carl calls the meeting to order at 4:05 PM

Kevin discusses the progress made on the 2021 RFP for Underwriting Services. Kevin Connell from Echo Financial Products, LLC discussed the three proposals received from RBC Bank, PNC Bank & Barclays Bank. Wells Fargo declined to submit to the RFP. Kevin Connell discusses the pros and cons of each bank from fee proposal.

Based on the responses from the FRP, Kevin Connell recommends using RBC Bank as the lead bank to run 80% of the bond, and PNC Bank to run 20% of the bond.

Harold makes a motion to authorize bond advisor Kevin Connell with Echo Financial Products, LLC and bond council Paul Reichel with Bond, Schoeneck, King, PC to enter into an agreement with RBC as the Senior Manager Underwriter with PNC bank as a potential Co-Manager for a bond underwriting project for the NEXUS Center. Mark Second, All in favor.

The following bills were presented for approval:

Bank of Utica (May)	\$6,542.46
Bank of Utica (June)	\$6,542.46

A motion to adjourn the meeting was made by Vin at 4:50 PM, seconded by Mark, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON JUNE 16, 2021 AT 4:00PM**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Paul Romano, Vin Karl & Gregory Gaeta

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused: Joanne Gerace, Shawn Weiman & Mike Parsons

Authority Business:

Carl calls the meeting to order at 4:07 PM

Carl presents the quote for solar shades for the Horton Room for \$3,559.00 from The Added Touch Drapery Shop. The wood is drying out in the Horton Room due to the direct sunlight and lack of shades. Harold makes a motion to approve the quote, seconded by Paul. All in favor.

Rob presents the quote for DASH for the scheduling program for the NEXUS center. Discussion on the pros and cons of the system.

The following bills were presented for approval:

Bank of Utica (July)	\$6,542.46
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Mark makes a motion to extend the note with Bank of Utica in the amount of \$32,301.88 for an additional three months from 7/12/21 to 10/12/21. Seconded by Vin, all in favor.

Greg makes a motion to go into executive session at 4:32PM, Seconded by Mark. All in favor

Harold makes a motion to come out of executive session at 5:00PM, Seconded by Mark. All in favor.

A motion to adjourn the meeting was made by Vin at 4:50 PM, seconded by Mark. All in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON JULY 27, 2021 AT 6:00PM**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Mike Parsons, Vin Karl, Gregory Gaeta, Joanne Gerace, Shawn Weiman & Paul Romano

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused:

Authority Business:

Carl calls the meeting to order at 6:02 PM

A motion was made by Joanne to go into executive session at 6:03 PM, seconded by Harold, all in favor

A motion was made by Shawn to go out of executive session at 8:47 PM, seconded by Mike, all in favor

A motion to adjourn the meeting was made by Vin at 4:50 PM, seconded by Mark, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON AUGUST 11, 2021 AT 4:00PM**

Members Present: Carl Annese, Mark Mojave, Mike Parsons, Vin Karl, Gregory Gaeta & Steve DiMeo & Mary Pratt

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused: Paul Romano & Shawn Weiman

Authority Business:

Carl Annese calls the meeting to order at 4:10 PM.

A motion was made by Mike Parsons to approve the minutes of 7/27/2021, seconded by Greg Gaeta, all in favor.

Mark Mojave motion to approve the Bank of Utica payment for \$6,542.46, Vin Karl seconds, all in favor.

Rob Esche updates the authority on the events of July (Toby Keith concert), looking to host another concert in December after the Comets, UCFC & Utica College season kicks off. Training camp for the Utica Comets begins on September 28.

Mike Parsons makes a motion to go into executive session at 4:23 PM, Mark Mojave seconds, all in favor.

Mike Parsons makes a motion to come out of executive session at 6:53 PM, Mark Mojave seconds, all in favor.

Steve DiMeo makes a motion to approve the attached resolution in relation to the Nexus Center, Mark Mojave seconds, Mary Pratt recuses herself, all in favor.

A motion to adjourn the meeting was made by Mike Parsons at 7:17 PM, seconded by Mark Mojave, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON SEPTEMBER 08, 2021 AT 4:00PM**

Members Present: Carl Annese, Shawn Weiman, Mark Mojave, Mike Parsons, Vin Karl, Steve DiMeo & Mary Austin Pratt

Also Present: Kevin Martin, Robert Esche & Mike Potrzeba

Excused: Paul Romano & Gregory Gaeta

Authority Business:

Carl Annese calls the meeting to order at 4:10 PM.

A motion was made by Mike Parsons to approve the minutes of 8/11/2021, seconded by Shawn Weiman, all in favor.

Vin Karl makes a motion to approve the Bank of Utica payment for \$6,869.58, Shawn Weiman seconds, all in favor.

Vin Karl makes a motion to approve the 2019 Audited Financial Statements, Mark Mojave seconds, all in favor.

Carl discusses that with Joanne Gerace no longer on the board, the Authority is without a board secretary. Mike Parsons makes a motion to appoint Gregory Gaeta as secretary, Vin Karl seconds, all in favor.

Mike Potrzeba presents the Insurance RFP for 2022 to the board. Discussion on the proposal

Steve Dimeo makes a motion to go into executive session at 4:23 PM, Shawn Weiman seconds, all in favor.

Mike Parsons makes a motion to come out of executive session at 6:53 PM, Mark Mojave seconds, all in favor.

Cameras & Software – Rob Esche presents two purchase orders and one invoice for approval for NEXUS allowance items. Teradek Purchase Order 1035 for \$16,626.69, ChyronHego Purchase Order 1036 & ChyronHego Invoice for \$16,626.69. Vin Karl makes motion, Steve Dimeo second, all in favor

Vin Karl motion to approve the Teradek payment for \$16,626.46, Steve Dimeo seconds, all in favor.

Special Meeting Scheduled for Wednesday September 15, 2021 @ 5:00PM

A motion to adjourn the meeting was made by Mike Parsons at 7:17 PM, seconded by Mark Mojave, all in favor.

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON SEPTEMBER 15, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta , Mark Mojave, Mike Parsons, Vin Karl, Steve DiMeo & Mary Austin Pratt

Also Present: Kevin Martin & Mike Potrzeba

Excused: Paul Romano & Shawn Weiman

Authority Business:

Carl Annese calls the meeting to order at 5:04 PM.

Mike Parsons makes a motion to go into executive session at 5:06 PM to discuss contracts, Mark Mojave seconds, all in favor.

Mark Mojave makes a motion to come out of executive session at 5:21 PM, Mary Austin Pratt seconds, all in favor.

Steve Dimeo makes a motion to approve the Resolution Authorizing The Issuance And Sale Of The Authority's Revenue Bonds (Nexus Center Project), Series 2021 In An Aggregate Principal Amount Not To Exceed \$35M and the execution of related documents. Mark Mojave, all in favor.

A motion to adjourn the meeting was made by Gregory Gaeta at 5:25 PM, seconded by Mark Mojave, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON OCTOBER 13, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano, Steve DiMeo & Shawn Weiman

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused: Mike Parsons

Authority Business:

Carl Annese calls the meeting to order at 5:04 PM.

Shawn makes a motion to approve the minutes from 9/8/21 & 9/15/21, Mark seconds, all in favor

Mike passes out the following payment vouchers for approval:

• CED Baldwin Hall	\$38,411.00
• Fetech	\$1,500.00
• Fetech	\$3,000.00
• Gaetano Construction	\$37,500.00
• The Pike Company	\$12,500.00
• National Grid	\$60,299.35
• National Grid	\$2,083.85
• O'Brien & Gere	\$129,277.24
• O'Brien & Gere	\$57,399.01
• O'Brien & Gere	\$13,681.40
• O'Brien & Gere	\$20,658.50
• O'Brien & Gere	\$2,145.00
• Nationwide Insurance	\$28,173.00
• Usmail Electric	\$39,144.80
• Usmail Electric	\$31,705.25
• Usmail Electric	\$24,957.60
• ChyronHego	\$41,244.83
• Bank of Utica	\$6,542.46

Rob updates the board on the restart of NEXUS, anticipates once the bonds close and the contractors are paid that construction should restart in November or early December. Kevin speaks about the process of the bond sale and that all the paperwork has been signed off on for the closing on October 18th. Discussion on the project and step going forward

Carl discusses the editorial sent about the naming rights of the building and the tour that Carl provided to the author of the editorial. Rob discusses the plans for Veterans Day this year, with

the Comets playing a game at 3:00PM that day. Rick discusses the addition of flag poles, and flags for the plaza in addition to the other events for the date, along with the completion of the brick wall inside the building on the inner concourse.

Mary discusses the vaccination plan for the building, current guidelines for buildings under 5,000 attendees is non-vaccinated patrons are required to wear a mask, along with kids under the age of 11. There are no requirements for patrons who are fully vaccinated. The authority will monitor the situation and will speak again about it at the next meeting.

A motion to adjourn the meeting was made by Greg at 5:57 PM, seconded by Vin, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON NOVEMBER 10, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano & Steve DiMeo

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused: Mike Parsons & Shawn Weiman

Authority Business:

Carl Annese calls the meeting to order at 4:09 PM.

Rick goes over details of the annual Military Night Utica Comets game on Thursday 11/10/21, including the addition of 2 new flag poles and the painting of the crosswalks in front of the building. The City of Utica completed the new light poles today on the newly renamed “Gold Star Way” along with helping secure the new road signs.

Steve makes a Resolution to rename the exterior plaza to “Veterans Plaza”, Mary second, all in favor

Gregory makes a motion to approve the minutes from 10/13/21, Mary seconds, all in favor

Mike passes out the following payment vouchers for approval:

• ImageMaster (NEXUS Bond Issuance)	\$3,538.41
• Athletica Sport System (NEXUS Allowance)	\$19,001.80
• Athletica Sport System (NEXUS Allowance)	\$9,175.00
• Stephen S Starr Mechanical Corp.	\$10,800.00
• Inserra’s Flooring Outlet	\$4,994.00
• Inserra’s Flooring Outlet	\$4,710.32
• Inserra’s Flooring Outlet	\$1,631.99
• NJ Flihan & Co, Inc.	\$2,300.00
• Inserra’s Flooring Outlet	\$1,701.91
• Inserra’s Flooring Outlet	\$1,883.12
• Usmail Electric	\$7,737.30
• Stephen S Starr Mechanical Corp.	\$6,255.80
• Oneida County (NEXUS Ramboll)	\$31,285.20

Mark makes a motion to accept the Accountant Engagement letter for 2022 from D’Arcangelo & Co. LLP, Vin Karl seconds. All in favor

Discussion on the progress of NEXUS and next steps on grant reimbursement. Carl will reach out to Oneida County tomorrow to setup a meeting with county leadership.

Discussion on the injury during the Utica College Game on October 30, 2021 and subsequent letter received by the county. Carl will forward the letter to Rob & Mike to respond to the letter.

Further discussion on COVID Protocols

Discussion had on master plan. Paul passes around a proposal for design services for the board to review, discussion on the proposal. Vin makes a motion to approve the proposal from Manica Architecture for \$25,000 plus reimbursable expenses, Steve seconds. All in favor.

A motion to adjourn the meeting was made by Greg at 6:37 PM, seconded by Vin, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON DECEMBER 28, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano, Mike Parsons, Shawn Weiman & Steve DiMeo

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused:

Authority Business:

Carl calls the meeting to order at 4:03 PM.

The following vouchers were presented for approval

De Lage Landen Public Finance	\$3,872.16
Alexander Mitchell & Son, Inc.	\$3,150.00
Bank of Utica	\$6,542.46
Manica Architecture	\$5,000.00
Department of Transportation	\$100.00

Discussion on insurance renewal for 2022

Vin makes a motion to bind coverage with Philadelphia Insurance through Insurance Office of America for 2022 General Liability, Inland Marine, Liquor Liability, Commercial Auto, Property, DIC and Excess Liability Insurance for a price of \$119,131. Mark seconds, all in favor. Steve opposed.

Discussion on MVG Contract, the board will review the proposed changes and an emergency meeting will take place of 12/31/21 @ 4:00 PM

Rick updates the board on upcoming and previous events

Discussion on NEXUS project

Carl makes a motion to retain Kevin Martin as the authority's legal consul for 2022. Vin seconds, all in favor

A motion to adjourn the meeting was made by Greg at 6:27 PM, seconded by Vin, all in favor

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY MEMORIAL
AUDITORIUM AUTHORITY HELD ON DECEMBER 31, 2021 AT 4:00PM**

Members Present: Carl Annese, Gregory Gaeta, Mark Mojave, Vin Karl, Mary Austin Pratt, Paul Romano, Mike Parsons, Shawn Weiman & Steve DiMeo

Also Present: Kevin Martin, Rob Esche, Rick Redmond & Mike Potrzeba

Excused:

Authority Business:

Carl calls the meeting to order at 4:03 PM.

Vin makes a motion to go into executive session at 4:04 PM, seconded by Mike Parsons, all in favor

Steve makes a motion to come out of executive session at 6:00 PM, seconded by Mike Parsons, all in favor

Paul makes a motion to authorize their attorney and chairman to enter into the amended professional management services agreement with Garden Entertainment, LLC substantially in the form presented during Executive Session with two modifications: to add the 2017 contract addendum as an exhibit to the agreement, and to change the phrase "Chairman or his designee" to "Chairman or his or her designee" in the contract. Vin Second, all in favor

Paul makes a motion to authorize the attorney and chairman to enter into an agreement to cap Garden Entertainment, LLCs contribution to the Authority's Nexus Center bond debt service at 71.4%. Shawn second, all in favor

Steve makes a motion to accept resolution 2021-12 to restart the NEXUS Center project. Greg seconds, all in favor.

Carl makes a motion to nominate Greg Gaeta as Secretary for 2022. Mike Parsons seconds, all in favor

Vin makes a motion to nominate Carl Annese as the Chairman for 2022, Mike Parsons seconds, all in favor

A motion to adjourn the meeting was made by Greg at 6:27 PM, seconded by Vin, all in favor

Upper Mohawk Valley Memorial Auditorium Authority Ethics Policy

The Upper Mohawk Valley Memorial Auditorium Authority (“Authority”) Board recognizes that there are standards of ethical conduct for Board Members that must be observed to maintain a high degree of professionalism, moral conduct and public confidence. Therefore, the Board adopts the following guidelines:

Standards of Ethical Conduct. Board Members and Employees must conduct themselves at all times in a manner that avoids any actual improper or undue influence, or the appearance that they can be improperly or unduly influenced, or that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.

Board Members shall use the resources, property and funds of the Authority judiciously and in the best interest of the Authority. Board Members and Employees shall exercise good faith in all transactions, and shall not use Authority assets or resources, their positions with the Authority, or knowledge gained as a result of their positions for their personal benefit or for the private pecuniary benefit of any other person or organization. The interests of the Authority must be the first priority in all decisions and actions they undertake in connection with the Authority.

Gifts. - Board Members may not directly or indirectly solicit any gift or accept or receive any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, promise or any other form. Awards and plaques having a value of \$75 or less which are publicly presented in recognition of service, unsolicited advertising material of low value such as pens, note pads, calendars, and meals and refreshments at a job related professional or educational conference or program are not prohibited by this section.

Confidential Information. Board Members may not disclose confidential information acquired in the course of official duties or use such information to further personal interest

Personal or Private Gain. - No Board Member shall use his or her position or official powers and duties to secure a financial or material benefit for himself or herself, a relative, or any private organization in which he or she is deemed to have an interest.

Disclosure of Interest. - A “Conflict of Interest” is any situation in which a direct or indirect financial (monetary or material), familial, or personal interest of the Board Member comes into actual or perceived conflict with the Board Member’s duties and responsibilities with the Authority, unless the context otherwise requires. Whenever a matter requiring the exercise of discretion comes before a Board Member, and disposition of the matter could result in a Conflict of Interest, the Board Member shall disclose the nature of such interest.

No Board Member may participate in a decision, including discussing the matter and voting on it, when he or she knows or has reason to know the action could confer a direct or indirect material benefit on himself or herself, a relative, or any private organization in which he or she has an interest

Penalties. Any Board Member who shall knowingly violate any of the provisions of this Code of Ethics may be removed from office in accordance with the Authority Bylaws, or in any manner provided by law.

Conflicts Involving Former Board Members. All solicitations for bids and requests for proposals for goods or services shall contain a provision requiring the entity submitting the bid or proposal to disclose the name, job title and duties of any former Authority Board Member. In the event that the Authority becomes aware that any contractor or vendor offering or soliciting business from the Authority has a former Authority Board Member in their employ who was an Authority Board Member within the past three (3) years, the Authority, through the Authority representative communicating with such contractor or vendor, shall procure the Board Member's name, job title and duties. Any such submission tendered shall be reviewed to determine whether a conflict of interest exists and each such submission shall be brought to the attention of the Finance Committee for review and approval.

Procedure for Reporting. Any person can report a suspected Conflict of Interest or unethical behavior to the Authority or its agents. If a person would feel more comfortable anonymously reporting the instance, such persons will be encouraged to write a description of the activity with enough details for the Board to proceed with an investigation.

Duty to Disclose. Board Members must disclose any possible Conflict of Interest. All reports of a suspected Conflict of Interest or unethical behavior will be forwarded directly to the Chairman of the Authority and the Authority's Governance Committee, who will have an investigation performed which gathers all the facts and may include observation of suspected activity to determine whether activity is in fact a violation of Authority policy. All material facts shall then be disclosed in good faith and included in the official record of the proceedings of the Authority.

This Code of Ethics Policy is meant to supplement, not replace, any applicable federal, state or local laws governing ethical conduct or conflicts of interest applicable to public authorities, public benefit corporations and not for profit corporations.

Upper Mohawk Valley Memorial Auditorium Authority

Investment Policy

This Investment Policy is adopted pursuant to Section 2925 of the Public Authorities Law, as added by Chapter 838 of the Laws of 1983 and effective as of March 1, 2010.

1. The basic investment objectives of the Authority are:

- (i) The protection of principal
- (ii) The safeguarding of all funds, wherever located
- (iii) The maximization of income from all moneys of the Authority, in interest - bearing bank accounts as well as when invested in authorized debt instruments.¹

Upon written instructions signed by a duly authorized officer of the Authority, the Authority may invest Authority funds as follows:

- a. In obligations of the United States of America.
- b. In obligations of the State of New York.
- c. In certificates of deposit of a New York State bank or trust company.
- d. When not invested in such debt instruments, moneys shall, insofar as practicable, be kept in interest bearing deposits, including so called "money market accounts", which may be loaned overnight to other major New York banks at the federal funds rate, but may not be loaned to brokers on "repurchase agreements".

2. The maturities of debt securities purchased shall be selected with due regard to diversification and when the moneys will be needed.

3. All securities shall be redeemed promptly upon maturity.

4. Sales of investments shall only be made on written instructions signed by an Authorized Officer of the Authority.

5. All Authority moneys held by the Authority or its agent, and all moneys deposited in any other bank or trust company, shall be secured at all times by direct obligations of the United States of America or the State of New York of a market value at least equal to the amount of such deposits. Moneys held in trust, only, may also be secured by obligations guaranteed by the United States of America. In addition, the market value and accrued interest of the collateral combined with any Federal Deposit Insurance Corporation coverage shall equal the value of the deposits and any accrued interest at all times. Any certificates of

deposit bought as investments shall be secured in the same manner.

6. The Trustee, or any other bank or trust company holding Authority deposits, must request and receive the Authority's written consent prior to transferring collateral, or removing a specific security from pledge and replacing it with another.

7. All such collateral shall be clearly earmarked and identified as being held solely for the purpose of securing funds and deposits of the Authority, and no one else. For custodians of collateral, other than the Trustee, there shall be a written custodial agreement which, among other things, specifies the circumstances under which collateral may be substituted and provides that the custodian is holding the securities solely for the benefit of the Authority and makes no claim thereto.

8. All collateral shall be valued to market by the Authority at the time of the initial deposit. All such collateral must be valued to market by the Trustee or other holder of the security at least monthly or more often when requested by an Authorized Officer of the Authority. Such determination of market value shall be verified by the Authority, using an independent source, at the end of each month.

9. The Authority's independent accountants shall examine any securities held as investment instruments and as collateral to secure Authority deposits and verify their existence, proper description and segregation, either physically or by examining the comparable record of the "Federal Book Entry" (FBE) from the Federal Reserve Bank, and also independently ascertain their current market value in order to verify sufficiency of fund balances or collateral coverage.

10. The Chair shall be responsible for the implementation and execution of this Investment Policy. He shall review, authorize and approve all investment transactions and decisions of the Authority, in accordance with these guidelines and any directions and policies of the Authority Board. The Authorization and approval of all such investment transactions shall be evidenced in writing on a "Transaction Authorization" form signed by the Chairman or his designee.

11. The Authority Board shall review this Investment Policy annually and revise it as necessary to reflect changes in available investment opportunities and market conditions or as a result of any recommendations from the periodic evaluation of the performance of the investment program or any audits of the investment program.

12. At each meeting of the Board, the Chairman shall render to the Board a report of all investment transactions, made since the last previous meeting

thereof. Such report shall also include any changes in the inventory of existing investments and in the selection of investment bankers, brokers, agents, dealers, or auditors. Such Meeting Report will fulfill the requirements of Public Authorities Law Sec. 2925(5).

13. An Annual Investment Report in compliance with Public Authorities Law Sec. 2925(6) shall be prepared by the Chairman and submitted to the Board at a Meeting in March or April of each year. It shall consist of the Authority's Annual Report, required by Public Authorities Law Sec. 2802, containing the annual audit by the Authority's independent accountants augmented by:

- a. The Investment Policy;
- b. Any amendments thereto;
- c. Any needed explanation of the Guidelines or their amendments;
- d. Investment income record (excerpted from the annual audit);
- e. A list of the total fees, commissions, or other charges, paid to anyone rendering "investment associated services" to the Authority.

14. After having been approved by the Board at such Meeting, the Annual Investment Report shall be submitted to the Division of the Budget, with copies to the Department of Audit and Control, the Senate Finance Committee, and the Assembly Ways and Means Committee.

15. Copies of the Annual Investment Report shall be made available to the public during regular office hours at the offices of the Authority, upon reasonable request.

ORGANIZATION CHART
As Of 12/31/2021

