

**Minutes of the
Erie County Fiscal Stability Authority Meeting**

Present: Chairman James Sampson, Vice Chairman Peter Marlette, Director Brian Lipke, Director Catherine Creighton, Director Lynn Stievater, Director Craig Speers, Executive Director Kenneth Vetter

Chairman Sampson: “Welcomes audience and calls to order the meeting of the ECFSA full board.”

“The meeting agenda consists of two items: 1) review of the Erie County Fiscal Stability Authority 2014 audit and (2. Annual approval of administrative items.”

“Before moving on to the agenda items the Chairman requests a motion to approve the minutes of the previous meeting.”

Director Lipke moved to approve the minutes, Director Creighton seconds and the Board votes unanimously to approve the minutes of the previous board meeting.

Resolution No. 15-01
APPROVING MINUTES FROM
THE DECEMBER 23, 2014 MEETING

BE IT RESOLVED that the Erie County Fiscal Stability Authority approves the minutes of its DECEMBER 23, 2014 meeting and affirms three resolutions numbered 14-16 14-17 and 14-18 that were approved on DECEMBER 23, 2014.

This resolution shall take effect immediately.

Chairman Sampson requests Executive Director Vetter provide a summary of the presentation given by Laura Landers of Freed Maxick during the ECFSA Audit Committee.

Executive Director Vetter provided the following explanation:

- The ECFSA received a clean opinion on qualified financial status from Freed Maxick.
- The Authority maintains a good but not excessive fund balance.
- For the seventh straight year the administrative costs have remained below budget.
- There are no internal control problems.

“Mr. Vetter recommended the board accept the ECFSA Audit Committee recommendation to approve the 2014 ECFSA Audit.”

Chairman Sampson: “Requests motion to approve.”

Director Lipke moved to approve, Director Stievater seconds and the Board votes unanimously to approve the following resolution:

Resolution No. 15-02

APPROVING THE 2014 ANNUAL FINANCIAL AUDIT

WHEREAS, Chapter 182 of the New York Laws of 2005 created the Erie County Fiscal Stability Authority (“ECFSA”), to serve as a corporate governmental agency and instrumentality of the State of New York, and as a public benefit corporation to “oversee [Erie] County’s budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings and to finance short-term cash flow or capital needs; and, if necessary, to develop financial plans on behalf of the County if the County is unwilling or unable to take the required steps toward fiscal stability;” and

WHEREAS, the ECFSA is a public authority of the State of New York and, as such, section 3971(1) of the New York Public Authorities Law (“Public Authorities Law”) requires the ECFSA to select an independent certified accountant to perform its annual financial audit; and

WHEREAS, in adopting Resolution 14-15 on October 28, 2014, the ECFSA, approved the firm of Freed, Maxick, Battaglia, P.C., certified public accountants and an approved vendor for statewide auditing and accounting services by the New York State Office of General Services, to provide audit services to the ECFSA for fiscal years 2014, 2015 and 2016; and

WHEREAS, Freed Maxick, Battaglia, P.C., has completed the ECFSA 2014 annual financial audit and has presented it to the ECFSA Board during an open meeting on April 23, 2015; and

WHEREAS, section 2800(3) of the Public Authorities Law further requires the ECFSA to approve a financial audit for fiscal year 2014; and

NOW, THEREFORE, BE IT RESOLVED that the ECFSA hereby approves the 2014 Audit, a copy of which is attached to this resolution; and

BE IT FURTHER RESOLVED that the 2014 Audit be submitted to the Erie County Executive, the Presiding Officer of the Erie County Legislature, the Erie County Comptroller, the Governor, the State Comptroller, the Chair and Ranking Minority Member of the State Senate Finance Committee, and the Chair and Ranking Minority Member of the State Assembly Ways and Means Committee, as required by section 3971(1) of Public Authorities Law.

This resolution shall take effect immediately.

Director Lipke thanked Laura Landers for an excellent job by the auditors.

Chairman Sampson stated “Because of its status as a public authority, the ECFSA is required to reiterate certain policies and designations via a board vote each year. There are five resolutions in your packet that I will ask Mr. Vetter to cover. They include:

- Investment guidelines
- Designating an internal control officer
- Procurement guidelines
- Prompt payment guidelines
- Property disposal guidelines

There must be a vote on each one individually. I will ask Mr. Vetter to cover each and call for a vote for each of the five items after his description.”

Mr. Vetter stated there are no changes to the resolutions this year. However, the resolutions require annual approval.

Investment Guidelines Resolution states the ECFSA will remain in compliance with all NYS Investment Guidelines and will only invest with zero or close to zero risk.

Director Lipke moved to approve, Director Speers seconds and the Board votes unanimously to approve the following resolution:

Resolution No. 15-07

APPROVING INVESTMENT GUIDELINES

WHEREAS, Chapter 182 of the New York Laws of 2005 created the Erie County Fiscal Stability Authority (“ECFSA”), to serve as a corporate governmental agency and instrumentality of the State of New York, and as a public benefit corporation to “oversee [Erie] County’s budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings and to finance short-term cash flow or capital needs; and, if necessary, to develop financial plans on behalf of the County if the County is unwilling or unable to take the required steps toward fiscal stability;” and

WHEREAS, the ECFSA is a public authority of the State of New York and, as such, is governed by certain state laws that require the adoption of investment guidelines; and

WHEREAS, in order to comply with state law, it was necessary for the ECFSA to adopt investment guidelines, as required by sections 2925 and 3954 of the New York Public Authorities Law; and

WHEREAS, the ECFSA adopted such investment guidelines in Resolution 07-16 on March 2, 2007; and

WHEREAS, in order further to comply with state law, it is necessary for the ECFSA to review and approve its investment guidelines at least annually; and

WHEREAS, the Board of Directors of the ECFSA has reviewed the investment guidelines currently in effect; and

WHEREAS, upon review of those guidelines and the report on compliance, the ECFSA finds that the investment guidelines be maintained in their current form; and

NOW, THEREFORE, BE IT RESOLVED that the ECFSA hereby approves for use the investment guidelines attached to this resolution.

This resolution shall take effect immediately.

Executive Director Vetter: “Gordon Panek has been the Internal Control Officer for the past 5 years and has done a good job in this position as reflected in the audit. The following resolution reauthorizes Gordon Panek as Internal Control Officer for the ECFSA.”

Director Lipke moved to approve, Director Speers seconds and the Board votes unanimously to approve the following resolution:

Resolution No. 15-03

DESIGNATING AN INTERNAL CONTROL OFFICER

WHEREAS, Chapter 182 of the New York Laws of 2005 created the Erie County Fiscal Stability Authority (“ECFSA”), to serve as a corporate governmental agency and instrumentality of the State of New York, and as a public benefit corporation to “oversee [Erie] County’s budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings and to finance short-term cash flow or capital needs; and, if necessary, to develop financial plans on behalf of the County if the County is unwilling or unable to take the required steps toward fiscal stability;” and

WHEREAS, the ECFSA has established and maintained guidelines for a system of internal controls to comply with Public Authorities Law and internal control standards;

WHEREAS, section 2931 of the New York Public Authorities Law (“Public Authorities Law”), requires the governing board of the ECFSA to designate an internal control officer, who shall report to the head of the Authority, to implement, maintain, communicate and review the internal control responsibilities established and maintained for the Authority; and

WHEREAS, through adoption of employee guidelines in Resolution 08-33 on March 7, 2008 the ECFSA Board had previously designated the Financial Advisor as the Authority's Internal Control Officer; and

WHEREAS, the ECFSA Board finds it necessary to designate in name at this time the Authority's Internal Control Officer; and

WHEREAS, section 2932 of Public Authorities Law, requires the governing board of the ECFSA or its designee to determine, and periodically review the determination of, whether an internal audit function within the Authority is required; and

NOW, THEREFORE, BE IT RESOLVED that Financial Analyst is hereby designated the Internal Control Officer responsible for implementation and review of the Authority's internal control responsibilities until such time as his resignation, removal or death; and

BE IT FURTHER RESOLVED that the Authority's designated Internal Control Officer is designated to determine, and periodically review the determination of, whether an internal audit function within the Authority is required and to report to this Board should the need arise.

This resolution shall take effect immediately.

Executive Director Vetter: "Procurement Guidelines Resolution states the ECFSA maintains bidding and RFP processes that are in compliance with NYS Procurement Laws including MWBE requirements."

Director Lipke moved to approve, Director Stievater seconds and the Board votes unanimously to approve the following resolution:

Resolution No. 15-04

APPROVING PROCUREMENT GUIDELINES FOR CERTAIN CONTRACTS

WHEREAS, Chapter 182 of the New York Laws of 2005 created the Erie County Fiscal Stability Authority ("ECFSA"), to serve as a corporate governmental agency and instrumentality of the State of New York, and as a public benefit corporation to "oversee [Erie] County's budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings and to finance short-term cash flow or capital needs; and, if necessary, to develop financial plans on behalf of the County if the County is unwilling or unable to take the required steps toward fiscal stability;" and

WHEREAS, the ECFSA requires professional assistance in performing its mission; and

WHEREAS, the ECFSA is a public authority of the State of New York and, as such, is governed by certain state laws that specify the method for the procurement of certain services; and

WHEREAS, in order to comply with state law, it was necessary for the ECFSA to adopt Guidelines for the Use, Awarding, Monitoring and Reporting of Procurement Contracts (the "Procurement Guidelines"), as required by sections 2879 and 3960 of the New York Public Authorities Law; and

WHEREAS, the ECFSA adopted its Procurement Guidelines in Resolution 05-10 on August 18, 2005; and

WHEREAS, in order further to comply with state law, it is necessary for the ECFSA to review and approve the Procurement Guidelines at least annually; and

WHEREAS, the Board of Directors of the Authority has reviewed the Procurement Guidelines currently in effect and has determined that such Procurement Guidelines do not need to be amended at this time; and

NOW, THEREFORE, BE IT RESOLVED that the ECFSA hereby approves for use the Procurement Guidelines attached to this resolution.

This resolution shall take effect immediately.

Executive Director Vetter: "Prompt payment guidelines states the ECFSA will pay their vendors on time. If not in accordance with NYS Law it will pay interest to any vendor harmed."

Director Lipke moved to approve, Director Speers seconds and the Board votes unanimously to approve the following resolution:

Resolution No. 15-05
APPROVAL OF PROMPT PAYMENT POLICY

WHEREAS, Chapter 182 of the New York Laws of 2005 created the Erie County Fiscal Stability Authority ("ECFSA"), to serve as a corporate governmental agency and instrumentality of the State of New York, and as a public benefit corporation to "oversee [Erie] County's budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings and to finance short-term cash flow or capital needs; and, if necessary, to develop financial plans on behalf of the County if the County is unwilling or unable to take the required steps toward fiscal stability;" and

WHEREAS, the ECFSA is a public authority of the State of New York and, as such, is governed by certain state laws that require the adoption of a prompt payment policy; and

WHEREAS, in order to comply with state law, it is necessary for the ECFSA to adopt a prompt payment policy, as required by section 2880 of the New York Public Authorities Law (“Public Authorities Law”);

WHEREAS, upon review of its current prompt payment policy finds that amendments are not needed at this time,

NOW, THEREFORE, BE IT RESOLVED, that the ECFSA hereby adopts the Prompt Payment Policy attached to this resolution; and

This resolution shall take effect immediately.

Executive Director Vetter: “Property disposal guidelines state the ECFA is in compliance with Public Authorities Law and will not give any items of value away.”

Director Stievater moved to approve, Director Speers seconds and the Board votes unanimously to approve the following resolution:

Resolution No. 15-06

APPROVING PROPERTY DISPOSAL GUIDELINES

WHEREAS, Chapter 182 of the New York Laws of 2005 created the Erie County Fiscal Stability Authority (“ECFSA”), to serve as a corporate governmental agency and instrumentality of the State of New York, and as a public benefit corporation to “oversee [Erie] County’s budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings and to finance short-term cash flow or capital needs; and, if necessary, to develop financial plans on behalf of the County if the County is unwilling or unable to take the required steps toward fiscal stability;” and

WHEREAS, Section 2896 of the Public Authorities Law requires public authorities to adopt comprehensive guidelines which detail the authority’s operative policy on the disposal of personal property valued in excess of fifteen thousand dollars; real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party; and

WHEREAS, the ECFSA has developed and implemented property disposal guidelines to comply with this requirement; and

NOW THEREFORE BE IT RESOLVED, that the Erie County Fiscal Stability Authority does hereby affirm the attached property disposal guidelines as required by Section 2896 of the Public Authorities Law; and

BE IT FURTHER RESOLVED, that the Office Manager be designated as the “contracting officer” who shall be responsible for the disposition of property is hereby affirmed.

This Resolution shall take effect immediately.

Director Lipke moves to adjourn, Director Creighton seconds and the board votes unanimously to adjourn.

Respectfully submitted,

James Sampson, Chairman

April 23, 2015