

## **MINUTES OF THE ANNUAL MEETING OF THE SENECA FALLS DEVELOPMENT CORPORATION BOARD OF DIRECTORS HELD ON JANUARY 28, 2016.**

The Seneca Falls Development Corporation (the "Corporation") held its Annual Meeting of the Board of Directors on January 28, 2016. The meeting convened at 7:02 p.m. in the Town of Seneca Falls Offices on West Bayard Street, Seneca Falls, New York. Board members Menzo Case, Dave Delelys, Jay Eastman, Greg Lazzaro, Ken McConnell, Joell Murney-Karsten and Patrick Nugent were present. Vittorio Porretta and James Ricky attended the meeting as guests.

Mr. Case presided over the first portion of the Annual Meeting of the Board of Directors and designated Mr. Eastman to record the minutes of the meeting.

### **Classes of Directors**

Mr. Case explained that the Seneca Falls Development Corporation has three classes of directors, serving in the following terms:

- 1) Terms through December 31, 2016  
Ken McConnell  
Joell Murney-Karsten
- 2) Terms through December 31, 2017  
Menzo Case  
Jay Eastman  
Patrick Nugent
- 3) Terms through December 31, 2018  
Greg Lazzaro (ex officio)  
Dave Delelys (proposed second town director)

Mr. Lazzaro moved that Mr. Delelys be elected as the town's second director. The motion was seconded by Mr. Eastman and carried unanimously.

### **Election of Seneca Falls Development Corporation 2016 Officers**

Mr. Case then stated that the Corporation needed to elect its officers for 2016 - Chair, Vice Chair, Treasurer and Secretary.

**Election of the Chair:** Mr. McConnell moved that Mrs. Murney-Karsten be elected as Chair. The motion was seconded by Mr. Case and carried unanimously.

**Election of the Vice Chair:** Mr. Case moved that Mr. McConnell be elected as Vice Chair, which was seconded by Mr. Eastman. The motion carried unanimously.

**Election of the Treasurer:** Mr. Eastman moved that Mr. Case be elected as Treasurer. The motion was seconded by Mr. Nugent and carried unanimously.

**Election of the Secretary:** Mr. Case moved that Mr. Eastman be elected as Secretary which was seconded by Mr. McConnell. The motion carried unanimously.

## **Appointment of the Seneca Falls Development Corporation 2016 Committees**

Mr. Case next stated that the Corporation's Bylaws require three committees of the Board of Directors - Finance, Audit and Governance - and proposed the following appointments for each of the three committees.

**Finance Committee:** Mr. Case, serving as Chair, with Mr. Eastman, Mr. Lazzaro and Mr. McConnell as its members.

**Audit Committee:** Mr. Eastman, serving as Chair with Mr. McConnell and Mr. Nugent as its members.

**Governance Committee:** Mr. Nugent, serving as Chair, with Mr. Eastman and Mr. Lazzaro as its members.

Following discussion of the committees, Mr. Lazzaro moved to accept the committee appointments for 2016. The motion was seconded by Mr. Case and carried unanimously.

## **Minutes**

At this point, Mr. Case suggested that the remainder of the meeting be conducted by Mrs. Murney-Karsten, the newly elected 2016 Chair of the Corporation. Mrs. Murney-Karsten then called for review and acceptance of the draft minutes for the December 30, 2015 Board of Directors meeting. Mr. Eastman distributed those draft minutes for review and minor corrections to the minutes were suggested. These corrections were accepted and the minutes were approved unanimously on motion made by Mr. McConnell and seconded by Mr. Case.

## **Treasurer's report**

Mr. Case provided copies of the Treasurer's report and reviewed its content. Since the last Treasurer's report, payments were made as follows:

- 1) Final payment to Camoin Associates (\$3,619); and
- 2) Payment of the Farmers Market related salary (\$3,570).

Mr. Case also indicated that the Corporation was holding about \$95,000 in cash at the time of the meeting.

Mr. Nugent moved to accept the Treasurer's report. The motion was seconded by Mr. Lazzaro and passed unanimously

## **Old Business**

Mr. Lazzaro commented that Corporation had an opportunity to present at the Town meeting on February 2, 2016. He also briefly reviewed the items that would be covered at the Town meeting and the likely lengthy agenda for that meeting. Mr. Case then reviewed his proposed presentation to the Town with the Seneca Falls Development Corporation Board.

## **New Business**

Mr. Case reviewed his draft three year budget forecast for the Corporation. The budget forecast assumed contributions from the Town in the amounts of \$135,000 in 2016, \$80,000 in 2017 and \$80,000 in 2018. Mr. Lazzaro indicated that the actual amount budgeted for the Corporation by the Town is currently \$150,000, but that this amount remains to be approved for distribution to the Corporation.

Following discussion regarding the Corporation's three year budget forecast and the numerous opportunities available to Seneca Falls for economic development, the discussion moved to the selection of an Executive Director for the Corporation. Mr. Case moved that the meeting move into Executive Session. Mr. Nugent seconded the motion and it was unanimously carried.

## **Executive Session**

A motion to exit the Executive Session was made by Mr. Case and seconded by Mr. Nugent was unanimously carried.

Mr. Case made a motion to offer the position of Executive Director of the Seneca Falls Development Corporation to Mrs. Sharon Hoatland. The terms proposed for the offer of employment included:

- 1) Annual salary - \$75,000.00;
- 2) Two year contract;
- 3) Three weeks of combined vacation, personal and sick leave time per year, earned over the first six months of employment;
- 4) If not covered by a spouse's health care plan, a single person policy at an annual cost equivalent to the New York State ACA bronze level;
- 5) Other benefits as per the 2016 SFDC budget proposal; and
- 6) Start date no later than April 1, 2016;
- 7) No offer of employment will be made to Mrs. Hoatland until after February 5th

The motion was seconded by Mr. Eastman and carried unanimously.

A motion was proposed by Mr. Lazzaro, that a special committee for the purpose of negotiating the offer of employment and reporting to the Corporation's Chair be formed, comprised of Mr. Case and Mr. Eastman with Mrs. Murney-Karsten serving ex officio. The motion was seconded by Mr. Nugent and passed unanimously.

There being no further matters to come before the Board, a motion to adjourn was made at 8:42 pm by Mr. Lazzaro, seconded by Menzo Case, and unanimously carried.

Respectively submitted,

  
Jay M. Eastman, Secretary

15 March 2016  
Date approved by the Board