

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
THE SENECA FALLS DEVELOPMENT CORPORATION ON
DECEMBER 18, 2012**

The Seneca Falls Development Corporation Board of Directors met on December 18, 2012 at 7:00 p.m. in the Town of Seneca Falls Offices on West Bayard Street, Seneca Falls, New York. Board members Peter Brown, Chad Sanderson, Donald Earle, and Emil Bove Jr were present. Donald Earle presided over the meeting as Chairman.

Minutes of the November 29, 2012 Board meeting were reviewed and approved on motion made by Emil Bove, seconded by Chad Sanderson, and unanimously carried.

Peter Brown reviewed the treasurer's report. He suggested that the 2012 Town Appropriation of \$10,000.00 had not been received by the Corporation. Emil Bove and Don Earle agreed to bring the matter up at the end of the year Town Board meeting.

Peter Brown was given authorization to close the Corporate Pay Pal account on motion made by Emil Bove, seconded by Chad Sanderson, and unanimously carried.

After further discussion, approval of the treasurer's report was table, on motion made by Emil Bove, seconded by Chad Sanderson, and unanimously carried.

Peter Brown reported on the status of Corporate compliance with the PAAA. He indicated there were 5 categories of reports to be filed with the PARIS system: investments, audit, governance, procurement, and budget.

Peter stated that PARIS filings for investment and audit categories had been certified for 2008, 2009, 2010, and 2011.

Peter stated that 2009, 2010, and 2011 filings for procurement had been certified.

Peter stated that 2010 filings for budget had been certified.

Peter stated that 2010 filings for governance had been certified.

Peter assured the Board that all filings for these categories in the years indicated would be certified by the end of 2012 and that work was underway for the PARIS filings for 2012.

Peter Brown noted that according to the by-laws, the directors terms should be staggered but that it was impossible to determine the length of the current directors terms due to the uncertainty of the dates of resignation of former board members and the lack of statements on their successor's elections as to the term in question. He was asked to contact Roberta Jordans and Robert Ryan for their opinion on whether the staggering of terms of members of the Board of Directors should designated by the Board or by Amendment of the By-Laws.

Committee Assignments were then made by the Chairman as follows

Finance - Chad Sanderson-Emil Bove
Audit - Emil Bove
Governance - Chad Sanderson

The Board expressed its desire that website posting be completed as soon as possible.

Emil Bove asked the Board to decide whether the address of the Corporation to be set forth in the Amended Certificate of Incorporation should be 81 W Bayard Street or 115 Fall Street. On motion made by Emil Bove, seconded by Peter Brown, and unanimously carried it was resolved that 81 W Bayard Street would be the address stated in the Amended Certificate of Incorporation.

Donald Earle advised the Board he would have a report on new members for the January 2013 meeting. He noted that having the Corporation in compliance with the PAAA would be helpful.

Peter Brown told the board that Harris Beach had been paid for their services in bringing the Corporation into compliance with the PAAA. He indicated he would ask Roberta Jordans to prepare a schedule for the Board to follow in the future. He also would ask for input on the question of whether the Corporate financial statement filed with PAAA should be audited or if an independent review was sufficient,

Peter Brown noted he had been able to transfer the data on Bob Buccieri's computer to the Corporate Computer.

A motion was made by Emil Bove, seconded by Chad Sanderson and unanimously carried to thank Peter Brown for his efforts expended to bring the Corporation into compliance with PAAA.

The Board considered the status of the MBI project, the CDBG grant associated with the project, and the loan repayment to the Town.

The Board then conducted a discussion about the 2013 goals as follows:

1. Generating sufficient income to maintain the Corporation and engage in the activities for which it was created;
2. Participate in the MBI CDGB grant process so that the loan repayment would be available for the Corporation;
3. Explore the possibility of sharing an employee with the Seneca County IDA;
4. Explore the possibility of participating in the Chamber of Commerce tourism development activity;
5. Continue the farmers' market;
6. Support the Ludovico Trail;
7. Select at least one achievable goal in the Town Comprehensive plan and formulate a plan for implementing the goal in 2013.

The next Board meeting was tentatively scheduled for January 29 at 7:00 p.m. at the Town Offices.

A motion to adjourn the meeting was made by Emil Bove, seconded by Chad Sanderson, and unanimously carried at 8:30 p.m.

Dated: 2/2/13

/s/ Emil Bove Jr
EMIL BOVE JR, SECRETARY