

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
THE SENECA FALLS DEVELOPMENT CORPORATION ON
NOVEMBER 29, 2012**

The Seneca Falls Development Corporation Board of Trustees met on November 20, 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.

Emil Bove Jr advised the Board that Harris Beach PLLC had indicated that the Corporation must comply with the State Open Meetings Law and that he had notified the Finger Lakes Times of the proposed agenda and meeting time to comply with that law.

Minutes of the October 29, 2012 Board meeting were reviewed and approved on motion made by Chad Sanderson, seconded by Peter Brown, and unanimously carried with the secretary directed to correct references therein to the Corporation's finances and proposed budgets for the period "2013 through 2015.

Peter Brown reviewed the treasurer's report. He noted that he had received a statement for \$ 5,000.00 from Harris Beach for services provided regarding its work on the Corporation's compliance issues with the Public Authorities Accountability Act. A question arose as to whether that part of the contract had been completed and whether the Corporation had to be in compliance before the entire balance was due. Peter Brown was given authority to pay \$3,000.00 and was directed to raise these questions with Roberta Jordan when the balance was to be paid.

The treasurer's report was approved, on motion made by Emil Bove Jr, seconded by Chad Sanderson, and unanimously carried.

The Board then approved the treasurer's request for approval to spend up to \$100.00 for clerical supplies on motion made by Chad Sanderson, seconded by Donald Earle, and unanimously carried.

The Board asked the treasurer to contact Boychuk & Co, the accountants who prepared the Corporation's 2011 financial review and confirm that Corporate Tax Returns and reports had been filed .

Emil Bove Jr noted that due to questions whether the Board had complied with the State Open Meetings Law, Harris Beach PLLC had suggested the Board ratify the Motions carried at its October 2012 meeting adopting 2013-2016 budgets and the Compliance Motion prepared by Harris Beach PLLC with exhibits A through R attached thereto.

On motion made by Emil Bove Jr, seconded by Peter Brown, and unanimously carried the Board ratified the Motions carried at its October 2012 meeting adopting 2013-2016 budgets and the Compliance Motion prepared by Harris Beach PLLC with exhibits A through R attached thereto

The Board then had a discussion concerning the status of resolution of its compliance issues with the Public Authority Accountability Act. Peter Brown stated the Corporation had not yet satisfied the governance issues. He indicated that he would complete Corporate budget schedules for filing with PARIS and review them with Emil Bove Jr, other Board members, and Harris Beach PLLC. Peter indicated he would update the Corporate organization chart.

Emil Bove Jr then distributed the Board Acknowledgement of Fiduciary Duties and Responsibility and Self Evaluation Forms prepared by Harris Beach PLLC which were completed by the members of the Board and handed to Peter Brown.

The Board then took up the proposed amendments to the Corporate By-Laws considered at the October meeting. Mr. Bove noted he had circulated a copy of the proposed motion and the proposed amended By Laws. Mr. Bove explained that proposed amendments to the By Laws were required to be considered at one Board meeting and would be voted on at a subsequent Board meeting. Each Board Member acknowledged he had received a copy of the proposed amended By Laws.

Thereafter, a motion was made by Donald Earle, seconded by Emil Bove Jr, and unanimously carried to adopt the proposed amended By Laws pursuant to section 9.3 thereof.

A question arose whether the Corporation's Certificate of Incorporation should be amended to delete references to the former Village.

Thereafter, a motion was made by Donald Earle, seconded by Emil Bove Jr, and unanimously carried to amend the Corporation's Certificate of Incorporation by deleting references therein to the Village of Seneca Falls, subparagraphs a, b, c, f, and j of paragraph third, paragraphs fifth and eighth and paragraph 14 to reflect that the address to which the Secretary of State shall mail a copy of process served on him to P.O. Box 795, Seneca Falls, New York 1318

The Board considered potential activities for 2013, including firming up revenue, devising a plan for engaging in economic development activity, holding a farmers market, having a full board of directors, soliciting community input, and selecting and implementing a goal from the Town Comprehensive Plan.

The next Board meeting was tentatively scheduled for December 18, 2012 at 7:00 p.m. at the Town Offices.

A motion to adjourn the meeting was made by Emil Bove Jr., seconded by Chad Sanderson, and unanimously carried at 6:30 p.m.

Dated:

12-18-12



EMIL BOVE JR, SECRETARY