

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
THE SENECA FALLS DEVELOPMENT CORPORATION ON
JANUARY 29, 2013**

The Seneca Falls Development Corporation Board of Directors met on January 29, 2013 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 December 18, 2012 Board meeting were reviewed and corrections were suggested by Peter Brown concerning elimination of references to 2012 in the portion of the minutes referring to PARIS filings and reports. The minutes as corrected were approved on motion made by Chad Sanderson, seconded by Peter Brown, and unanimously carried.

Peter Brown reviewed the treasurer's report. He discussed the December 31, 2012 Corporate balance sheet and income and expense sheet. He noted he had found a variance with the statement of retained earnings on the balance sheet after it had been prepared and that the proper figure should be \$ 83,388.00 and indicated he would report on the issue at the February meeting.

Peter Brown recommended that the Corporation secure a certified audit of its 2012 operations by Bonn, Dioguardi & Ray, LLP of Rochester, New York. Peter noted that the PAAA required the Corporation conduct a certified audit, that the Corporation had only obtained a "review" of its operations in past years, and the cost for a certified audit would be \$2,200.00 as opposed to \$1,700.00 for a review.

Following discussion, a motion made was by Emil Bove, Jr, seconded by Chad Sanderson, and unanimously carried to authorize the Corporation to hire Bonn, Dioguardi & Ray, LLP of Rochester, New York to conduct a certified audit of its 2012 operations at a cost of \$ 2,200.00.

Peter Brown noted he had reviewed the accounts for the 2012 operation of the Seneca Falls farmers market and had discovered that Alberta Bennett had continued to be paid by PayChex after the Market had closed for the year. He assured the Board he would contact PayChex and Albert Bennett and correct this situation.

Peter Brown indicated that Corporation needed a statement from the Town summarizing the in kind services provided the Corporation in 2012 and 2013 that would substantiate the amounts indicated in the 2012 and 2013 budgets.

Following discussion, a motion made was by Peter Brown, seconded by Emil Bove, Jr and unanimously carried to request that the Town of Seneca Falls provide statements summarizing the in kind services provided the Corporation in 2012 and 2013 that would substantiate the amounts indicated in the 2012 and 2013 budgets.

After further discussion, the treasurer's report was approved, on motion made by Emil Bove, seconded by Don Earle, and unanimously carried.

OLD BUSINESS

Peter Brown advised the Board that the Office of the State Comptroller has certified the Corporation filings on the PARIS system. He also noted the matters to be resolved prior to completing filings for 2012 which are due by April 1, 2013 and that work was underway on these matters. He identified the certified audit as one of those items.

Peter Brown and Emil Bove Jr discussed matters that had to be addressed including uploading minutes, reports, etc to the Corporate Website.

Donald Earle announced that Menzo Case of Generations Bank had agreed to become a member of the Board. Peter Brown reminded the Board that Harris Beach had recommended the Board assign terms to each Board member. He presented a chart of the Board members and possible terms as follows:

1	Don Earle	Ex Oficio	Chairman	1 Jan 2013	31 Dec 2014
2	Emil Bove Jr	Director	Secretary	1 Jan 2013	31 Dec 2015
3	Peter Brown	Director	Treasurer	1 Jan 2012	31 Dec 2014
4	Chad Sanderson	Director		1 Jan 2011	31 Dec 2013
5	Vacant	Director		1 Jan 2013	31 Dec 2015
6	Vacant	Director		1 Jan 2012	31 Dec 2014
7	Vacant	Director		1 Jan 2011	31 Dec 2013

After further discussion, a motion was made by Emil Bove, seconded by Chad Sanderson, and unanimously carried to adopt the schedule of Board member terms set forth above.

The Board then considered the election of Menzo Case to the Board as proposed by Donald Earle. A motion was made by Emil Bove Jr., seconded by Chad Sanderson and unanimously carried to elect Menzo Case to fill the vacant board position number "5" for a term ending on January 1, 2015.

Emil Bove Jr presented a proposed Certificate of Amendment of the Corporation's Certificate of Incorporation as authorized at the December 2012 meeting for the Board to review.

NEW BUSINESS

The Board discussed how the MBI project, the CDBG grant associated with the project, and the loan repayment to the Town would further the goals identified previously. Donald Earle proposes that the CDBG grant be assigned to the Corporation which would then use the repayments in furtherance of its Corporate purposes and identified goals. Donald Earle noted the CDBG grant was on the agenda for the February Town Board meeting. The Board suggested that Harry Sicherman and Bob Aronson be invited to the February meeting of the Seneca Falls Development Coporation to discuss the MBI project, the CDBG grant, and economic development in the Town of Seneca Falls in general.

The Board then discussed other 2013 goals, in particular, continuing the Famers Market and achieving one goal in the Town Comprehensive plan.

It was suggested that a representative of the Cooperative Extension be invited to attend the February Board Meeting to discuss the Farmer's Market.

Chad Sanderson proposed that upgrading the Town's Zoning provisions, as discussed in the Comprehensive Plan, be pursued. Donald Earle noted the Town Zoning Officer, Steve Turkett, was preparing a revised Town Code, including combining the Town and Village codes, and that Steve was currently working on zoning provisions. Duane Moore and Susan Sauvageau were assigned to work with Steve. It was suggested that Chad contact Steve Turkett and offer to assist him.

A discussion took place regarding scheduling regular monthly meetings of the Board on the fourth Thursday of each month at 7:00 p.m. at the Town Offices. Accordingly, the next Board meeting was scheduled for February 28, 2013 at 7:00 p.m. at the Town Offices. The Secretary was directed to post a notice of the Corporation's regular meeting schedule on the Corporate Website.

Peter Brown announced he intended to resign as Board member due to a conflict of interest resulting from his employment in the Seneca County Planning Department. He promised he would remain a board member until the 2012 PAAA and PARIS filings were completed.

The Board thanked Peter Brown for his efforts and expressed its desire that he remain a member.

A motion to adjourn the meeting was made by Emil Bove Jr, seconded by Peter Brown, and unanimously carried at 8:48 p.m.

Dated: February 28, 2013

/s/ Emil J. Bove, Jr. Secretary

EMIL BOVE JR, SECRETARY