

**Business Development Corporation for a Greater Massena
Board Meeting Minutes
November 21 , 2019**

DRAFT!

Board Members: Dan Pease, Jeff Dobbins, Ron Bacon, Ben Murtaugh

Excused: Dave LaClair

Staff: Jim Murphy, Executive Director

Public: Sue Bellor...

Call to Order

President Ron Bacon called the meeting to order at 4:45 pm.

Approval of Minutes of the October 2019 Meeting

A motion was made by Dan Pease and seconded by Jeff Dobbins to approve the minutes of the BDC's October 17, 2019 Board of Directors meeting. Motion passed unanimously.

Financial Report s

None

Resignation of Treasurer Chris Herrick

Ron Bacon noted that he had received a formal resignation letter from Chris Herrick, longtime treasurer of the Board. Ron thanked Chris for his many years of service, noting that he had been a valued board member who would be sorely missed. He noted that the Village of Massena has also formally acknowledged his resignation as one of the village's appointees to the board. Chris's resignation, Ron noted, was prompted by findings by the state Authorities and Budget Office that he had been negligent in his duties as a board member because of his failure to complete required board training. Ron emphasized that it was important for all board members to complete the required ABO training.

Ron noted that in anticipation of Chris's departure, he had reached out to Board Member Jeff Dobbins to serve as interim Treasurer and that Jeff had accepted. Jeff has been working with Chris in the transition, including the transfer of the BDC's banking and QuickBooks accounts. Jeff said he hoped to have some updated financials by next month (December).

Appointment of Interim Treasurer

Ron Bacon made a motion to appoint and accept Jeff Dobbins to serve as interim Treasurer for the BDC Board. The motion was seconded by Dan Pease and passed unanimously.

Appointment: Nominating Committee for 2020 Slate of Officers

Dave LaClair (chair) and Dan Pease volunteered to serve as the Nominating Committee for the 2020 slate of officers. The Board's officers will be approved at the December board meeting and will be officially appointed at the Board's Annual Meeting in January.

Board Resignation – Anthony Viscovich

Ron Bacon noted that he had also recently received a formal resignation letter from Board Member Anthony Viscovich. Ron said that Anthony's increased commitments at work were making it impossible for him to regularly participate in BDC board meetings. Anthony was appointed by the Town of Massena to serve on the board and Town Supervisor Steve O'Shaughnessy had been informed.

Jim Murphy said he had been in contact with both the mayor and the town supervisor to discuss the need to reappoint board members as soon as possible, hopefully prior to the BDC's Annual Meeting. He added that he would put together an orientation packet for new members.

Executive Director Report

Jim Murphy provided the board with an overview of his activities over the past month, which included participation in several regional workshops and planning initiatives, including the North Country Placemaking Summit in Clayton, Not for Profit Conference in Potsdam, the North Country Symposium in Canton and the Active and Health Transportation Networking Group in Potsdam. Jim said he has also begun work on a new Comprehensive Plan for the town of Massena and continues to coordinate the village's Local Waterfront Redevelopment Plan for the Grasse River. Jim has also been working on ABO reporting requirements and updating our Governance Manual. The hope is to complete the process when new board members join in January.

Auditor Update

The BDC has now signed the engagement letter with John Parcell CPA, low bidder for our RFP and their staff accountant has been in touch with Chris and now has access to our QuickBooks files. The next step will be to develop a list of documents he will need to do his work.

Theater Update

SeaComm, which is providing bridge financing for the theater project, has requested that all match monies for the project be put into a separate account at SeaComm in advance of paying any invoices in order to ensure that match funds are immediately available. After some discussion, the Board decided that the BDC Executive Director should also approve any drawdowns of these funds, to maintain some control of the process. The match funds would be distinct and separate from other Theater Association funds and the Theater Association would not have access to these funds. Work continues on the project and it is anticipated that work will be complete by the mid-January deadline.

Ron Bacon made a motion to authorize the transfer of BDC funds (\$45,000, prior approved) into a designated SeaComm account for the purpose of providing match funds to the Massena Theater restoration project. No funds may be distributed from this account without the approval of BDC's Executive Director. The motion was seconded by Dan Pease and passed unanimously.

Other Board Action Items

None

New Business/Other Business

None

Consultant and Liaison Reports

None

Questions from the Public/Press

None

Executive Session

None

Adjournment

Dan Pease made a motion to adjourn the meeting at 5:36 pm, that motion was seconded by Jeff Dobbins and passed with all members voting 'Aye'.

Next Regular Meeting Date: December 19 , 2019