

**CIVIC CENTER MONROE COUNTY  
BOARD OF DIRECTORS  
ANNUAL MEETING MINUTES  
March 30, 2011**

Time & Place: 9:30 A.M..  
Watts Conference Center  
Fitzhugh Street  
Rochester, New York

Board Present: Hank Stuart, President; Ray DiRaddo; Aaron Sperano; Tony Feroce (County Executive Representative).

Others Present: M. Pettinger; M. Townsend; D. Mackey; R. Shepard; Members of the Public.

**1. CALL TO ORDER**

Attendance was taken and the meeting was called to order at 10:10 A.M. by President Hank Stuart.

**2. PUBLICATION OF MEETING**

Notification of the meeting was published in the Rochester Business Journal on February 11, 2011.

**3. APPROVAL OF PREVIOUS MEETING MINUTES**

**A motion was made by A. Sperano to approve the January 20, 2011 meeting minutes. Seconded by R. DiRaddo. Motion Passed 3-0.**

**4. PUBLIC COMMENT PERIOD**

H. Stuart indicated that no one had signed up to address the Board and asked if there was anyone wishing to do so. There were no speakers.

**5. ELECTION OF OFFICERS**

**A. Sperano made a motion to approve the following slate of officers:**

**Hank Stuart – President  
Ray DiRaddo – Vice President**

**Hank Stuart – Treasurer  
Aaron Sperano – Secretary**

**Seconded by R. DiRaddo. Motion Passed 3-0.**

**6. COMMITTEE APPOINTMENTS**

**a. Governance Committee**

H. Stuart appointed A. Sperano Chairman of the Governance Committee and H. Stuart, R. DiRaddo, T. Feroce, and M. Townsend as committee members.

**b. Audit Committee**

H. Stuart appointed R. DiRaddo as Chairman of the Audit Committee and H. Stuart, A. Sperano and T. Feroce as committee members.

**c. Finance Committee**

H. Stuart appointed T. Feroce as Chairman of the Finance Committee and H. Stuart, A. Sperano and R. DiRaddo as committee members.

**7. DESIGNATION OF OFFICIAL PUBLICATIONS**

**R. DiRaddo made a motion to designate The Rochester Business Journal and/or The Daily Record as the official publications of the Corporation. Seconded by A. Sperano. Motion Passed 3-0.**

**8. RECESS FOR COMMITTEE MEETINGS**

**H. Stuart made a motion to recess for Committee meetings. Seconded by R. DiRaddo. Motion Passed 3-0.**

**9. RECONVENE**

The meeting was called back to order at 10:27 A.M.

**10. REPORT FROM MANAGEMENT**

**a. Garage Revenue**

D. Mackey reviewed the monthly and year to date garage revenue with the Board. Revenue is up approximately \$16,500 from last year for the first 2 months.

**b. Repairs**

D. Mackey introduced Jim Krapf from T.Y. Lin to provide the Board with an update on the status of the garage repairs. An RFP will be issued prior to the next Board meeting. D. Mackey indicated that a special meeting may be required to approve the contract.

**11. REPORT FROM COUNSEL**

M. Townsend indicated that there were no pending legal actions involving the Corporation.

**12. AUDIT COMMITTEE REPORT**

R.DiRaddo reported that the Audit Committee had met earlier and received a presentation from the Auditor for the 2010 Annual Audit. There were no issues of concern and the Corporation received an “unqualified clean” audit. The Auditor indicated that Civic Center does not have the type of investments that require separate reporting under PAAA and therefore a separate audit was not performed. The Committee recommended that the Board approve the Audit Report.

**R. DiRaddo made a motion to approve the 2010 Annual Audit. Seconded by A. Sperano. Motion Passed 3-0.**

**13. FINANCE COMMITTEE REPORT**

T. Feroce reported that the Finance Committee met earlier and were provided an interim budget report. Results are within the Budget plan.

**14. GOVERNANCE COMMITTEE REPORT**

A. Sperano reported that the Governance Committee had met earlier and discussed the following:

**a. Annual Disclosure Statements**

Annual disclosure statements need to be completed and submitted by mid-April.

**b. Board Training**

The Board of Directors have completed training in accordance with State requirements.

**c. Acknowledgement of Fiduciary Duties and Responsibilities**

Directors have completed the required Acknowledgement of Fiduciary Duties and Responsibilities.

**d. Annual Report**

The Annual Report was presented to the Committee. Among other information the Report includes sections on Operations and Accomplishments, Mission Statement, Performance Measures, Financial Plan, Procurements, Board Self Evaluation, and a Statement on the Effectiveness of Internal Controls. The Audited Financial Statements will be added to the report as an Exhibit. The report will be placed on the Corporation's web site and used to complete reporting to the State. The Committee recommended that the Board adopt the Annual Report.

**H. Stuart made a motion to adopt the Annual Report and the contents therein including the following:**

- **Operations and Accomplishments**
- **Mission Statement**
- **Performance Measures Report**
- **Financial Plan**
- **Procurement Report**
- **Board Self Evaluation Summary Report**
- **Audited Financial Statements and Report**
- **Statement on the Effectiveness of Internal Controls**

**Seconded by R. DiRaddo. Motion Passed 3-0.**

**e. Investment Report**

The Committee reviewed the Annual Investment Report and recommended its adoption.

**A. Sperano made a motion to adopt the Investment Report. Seconded by R. DiRaddo. Motion Passed 3-0.**

**f. Property Report**

The Committee reviewed the Annual Property Report and recommended its adoption.

**R. DiRaddo made a motion to adopt the Property Report. Seconded by A. Sperano. Motion Passed 3-0.**

**g. Re-Adoption of Policies and Procedures**

The Committee reviewed the current policies and procedures and recommended the re-adoption of the following:

- a. Code of Ethics
- b. Freedom of Information
- c. Internal Controls and Financial Accountability
- d. Investment Policy
- e. Policy for Tracking Inventory and Disposal of Assets
- f. Public Comment Period
- g. Purchasing Policy
- h. Responsibilities of Members and Officers
- i. Whistleblower Policy

**R. DiRaddo made a motion to re-adopt the policies as listed. Seconded by A. Sperano. Motion Passed 3-0.**

**h. Amended and New Policies**

The Committee reviewed the Business and Travel Expense Policy and recommended its adoption to the Board.

**R. DiRaddo made a motion to adopt the Business and Travel Expense Policy. Seconded by A. Sperano. Motion Passed 3-0.**

The Committee reviewed the Credit Card Policy and recommended its adoption to the Board.

**R. DiRaddo made a motion to adopt the Credit Card Policy. Seconded by A. Sperano. Motion Passed 3-0.**

**i. Designations**

- a. Contracting Officer – The Committee recommended Hank Stuart or Dick Mackey continue in that capacity.

**H. Stuart made a motion to appoint Hank Stuart or Dick Mackey to serve as Contracting Officers. Seconded by R. DiRaddo. Motion Passed 3-0.**

- b. Check signing – The Committee recommended Dick Mackey and Tony Feroce continue in that capacity.

**A motion was made by R. DiRaddo to require all checks to be signed by Dick Mackey and Tony Feroce. Seconded by H. Stuart. Motion Passed 3-0.**

- c. Contracts and amendments – The Committee recommended that the current practice be continued.

**R. DiRaddo made a motion contracts and amendments be signed by any two of the following individuals unless otherwise authorized by the Board of Directors: President; Management Consultant (D. Mackey); Legal Counsel (M. Townsend); and Monroe County Controller. Seconded by H. Stuart. Motion Passed 3-0.**

- d. Records Access Officer – The Committee recommended Dick Mackey continue in that capacity.

**H. Stuart made a motion that D. Mackey be designated as the Records Access Officer. Seconded by A. Sperano. Motion Passed 3-0.**

- e. Invoice Approvals - The Committee recommended that the current practice be continued.

**A. Sperano made a motion that Invoices be approved for payment by any two of the following individuals: President; Management Consultant (D. Mackey); Legal Counsel (M. Townsend); and Monroe County Controller. Seconded by R. DiRaddo. Motion Passed 3-0.**

**j. Amended By Laws**

The Committee reviewed the changes to the By Laws and recommended that the Board approve the amended by laws as submitted.

**A. Sperano made a motion to adopt the Amended By Laws. Seconded by R. DiRaddo. Motion Carried 3-0.**

**15. CONTRACTS - NONE**

**16. MEETING DATES - 2011**

Board Meetings have been scheduled for the remainder of 2011.  
Each will include Governance, Finance and Audit Committee Meetings.

July 14, 2011	- 9:00 A.M.
October 20, 2011	- 9:00 A.M.

**17. OTHER BUSINESS**

There was no other business

**18. ADJOURNMENT**

The meeting was adjourned at 10:35 A.M.