

**CIVIC CENTER MONROE COUNTY
BOARD OF DIRECTORS
MEETING MINUTES
March 13, 2014**

Place: Watts Conference Center
Fitzhugh Street
Rochester, New York

Board Present: Charles Stuart, Chairman; David Moore, Jennifer Kusse and Anthony Feroce

Others Present: Richard Bell, Mike Townsend, Members of Public

1. CALL TO ORDER

The meeting was called to order at 10:20 a.m. by President Charles Stuart. Mr. Stuart announced that Jennifer Kusse was attending her first Board meeting as the replacement for Ray DiRaddo, whose term with the Board recently expired.

2. PUBLICATION OF MEETING

Notification of the meeting was published in the Rochester Business Journal on January 17, 2014.

3. APPROVAL OF PREVIOUS MEETING MINUTES

A motion was made by David Moore and seconded by Charles Stuart to approve the previous meeting minutes. The motion passed unanimously.

4. PUBLIC COMMENT PERIOD

Four people from the House of Mercy and St. Joseph's House addressed the Board regarding efforts to find alternative housing in the City for the homeless people utilizing the garage for shelter.

5. DESIGNATION OF OFFICIAL PUBLICATION

A motion was made by Charles Stuart and seconded by David Moore to designate the Rochester Business Journal and/or the Daily Record for all notices. The motion passed unanimously.

6. RECESS FOR COMMITTEE MEETINGS

Separate minutes were prepared for each committee meeting.

7. RECONVENE

The meeting was called back to order by Charles Stuart.

8. REPORT FROM MANAGEMENT

(a) Mr. Bell furnished a year-to-date revenue report for the garage.

(b) Mr. Bell reported that the LDC had finalized its contract with AP Security to patrol the garage during business hours. Mr. Bell also indicated that the LDC was in negotiations with MAPCO for a cost-sharing arrangement for the security fees.

9. REPORT FROM COUNSEL

Mr. Townsend indicated that he had nothing new to report to the Board.

10. AUDIT COMMITTEE REPORT

(a) Charles Stuart as acting Chair of the Audit Committee reported that the Committee met earlier and received a presentation from Bonadio regarding the 2013 audit, noting that the LDC received an unqualified audit opinion. A motion was made by David Moore and seconded by Jennifer Kusse to approve and adopt the 2013 audit. The motion passed unanimously.

(b) Mr. Stuart reported that the Committee had recommended the re-adoption of the Business and Travel Expense Policy and Credit Card Policy. A motion was made by Charles Stuart and seconded by Jennifer Kusse to re-adopt those policies for an additional year. The motion passed unanimously.

11. FINANCE COMMITTEE REPORT

Anthony Feroce reported that he presented the budget and financial report to the Committee noting that revenues were up and that expenditures were under budget. Mr. Feroce indicated that the LDC had one additional payment for the garage renovations and would then commence payment for the balance owed pursuant to its financing arrangement.

12. GOVERNANCE COMMITTEE REPORT

David Moore reported that the Governance Committee met earlier and discussed the following:

(a) Annual Disclosure Statement. Mr. Moore reminded the Board that Annual Disclosure Statements needed to be completed by April 15, 2014.

(b) Annual Report. Mr. Bell presented the Annual Report to the Committee and included the following content:

- Board Self Evaluation
- Mission Statement
- Operations and Accomplishments
- Performance Measure Report
- Audit Financial Report
- Financial Plan (Budget)
- Procurement Report
- Effectiveness of Internal Controls

A motion was made by David Moore and seconded by Charles Stuart to approve and adopt the annual report and all of its contents therein. The motion passed unanimously.

(c) Investment Report. Mr. Moore reported that the Committee had reviewed the annual Investment Report and recommended its adoption. A motion was made by David Moore and seconded by Charles Stuart to approve and adopt the Investment Report. The motion passed unanimously.

(d) Property Report. Mr. Moore reported that the Committee had reviewed the annual Property Report and recommended its adoption. A motion was made by David Moore and seconded by Charles Stuart to adopt and approve the property report. The motion passed unanimously.

(e) Re-adoption of Policies and Procedures. Mr. Moore indicated that the Committee reviewed the current policies and procedures and recommended the re-adoption of the following:

- Business and Travel Expenses
- Credit Card Policy
- Code of Ethics
- Freedom of Information
- Internal Controls and Financial Accountability
- Investment Policy
- Non-collusion
- Policy for Tracking Inventory and Disposal of Assets
- Public Comment Period
- Purchasing
- Responsibilities of Members and Officers
- Whistleblower Policy

A motion was made by David Moore and seconded by Charles Stuart to re-adopt the aforementioned policies and procedures. The motion passed unanimously.

(f) Re-Adoption of Bylaws. Mr. Moore indicated that the Committee had recommended the re-adoption of the corporation's bylaws for an additional year. A motion was made by David Moore and seconded by Charles Stuart to re-adopt the corporation's bylaws. The motion passed unanimously.

13. CONTRACTS

None

14. NEXT MEETING DATE

Mr. Stuart indicated that Board meetings had been scheduled for the remainder of 2014 as follows:

July 10, 2014
October 16, 2014

15. ELECTION OF OFFICERS

A motion was made by Charles Stuart and seconded by Jennifer Kusse to elect the following slate of officers for a one-year term.

- (a) President/Treasure - David Moore
- (b) Vice President/Secretary - Jennifer Kusse

The motion passed unanimously.

Upon the election of the new slate of officers, Charles Stuart turned over control of the meeting to President David Moore.

16. COMMITTEE APPOINTMENTS

A motion was made by Charles Stuart and seconded by Jennifer Kusse to appoint the following Committee members for a one-year term:

- (a) Governance - David Moore, Chairman, Charles Stuart, Jennifer Kusse and Michael Townsend;
- (b) Audit - Charles Stuart, Chairman, David Moore, Jennifer Kusse and Anthony Feroce;
- (c) Finance - Anthony Feroce, Chairman, David Moore, Charles Stuart and Jennifer Kusse

The motion passed unanimously.

17. OTHER BUSINESS

There was no other business before the Board.

18. ADJOURNMENT

A motion was made by David Moore and seconded by Charles Stuart to adjourn the meeting. The motion passed unanimously and the meeting was adjourned at 11:02 a.m.