

**THE RECREATION AND ECONOMIC DEVELOPMENT CORPORATION**  
**OF SUFFOLK COUNTY**  
**Board of Directors**  
**Annual Meeting Minutes**

The Annual Meeting of The Recreation and Economic Development Corporation Board of Directors was held on December 6, 2018 at the County Executive's Office, H. Lee Dennison Building, 100 Veterans Highway, Hauppauge, New York, 11788.

The following were in attendance:

Dennis Cohen – Chairman & President  
Ann Marie Pastore – Vice President & Secretary  
Dennis Madden - Director  
Deborah Soehngen - Director  
Lynne Bizzarro –CHIEF Deputy County Attorney  
Valerie Smith – County Attorney's Office  
Lisa Black – Member Delegate  
Amy Ellis – Chief Deputy Clerk of Legislature

Minutes taken by Ann Marie Pastore

**(Mr. Dennis Cohen called the meeting to order at 10:15 a.m.)**

**MR. COHEN:**

I'm going to call the meeting to order. Did everybody have a chance to review the previous meeting minutes? Does anyone have any issues with the minutes?

**MS. BIZZARRO:**

There were three meeting minutes on June 20.

**MS. PASTORE:**

There was the Special Meeting, the Regular Meeting and the Audit Committee on that date.

**MR. COHEN:**

I'll make a motion to adopt all three meeting minutes from June 20, 2018.

**MR. MADDEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

**MS. BIZZARRO:**

We also have the January 8, 2018 meeting minutes to adopt.

**MR. COHEN:**

We don't have the same Board Members from that date, though.

**MS. BIZZARRO:**

That's okay. You can --

**MR. COHEN:**

But you can't adopt minutes from a meeting you weren't at, can you?

**MS. BIZZARRO:**

In *Robert's Rules*, as long as you review them and you're comfortable with voting on them, you can do that, especially if you don't have a quorum. You have to adopt them somehow, but you can also opt to not because you weren't there. But if you reviewed them, you're comfortable that those were the minutes taken and Ann Marie certifies that they were transcribed verbatim, you can approve them, yes. This allows for a change - otherwise you would never be able to adopt them.

**MR. COHEN:**

And if we don't adopt them, what happens?

**MS. BIZZARRO:**

Well, you want to adopt your minutes. You want them to be part of the record.

**MS. SOEHNGEN:**

Who was at that meeting?

**MS. BIZZARRO:**

The January meeting?

**MR. MADDEN:**

Ms. Pastore and Mr. Cohen.

**MS. BIZZARRO:**

Oh, wait, yes, it was Ms. Pastore and Mr. Cohen.

**MS. PASTORE:**

Yes, Katie Mitchell was absent.

**MS. BIZZARRO:**

But that was just two of the four members -

**MS. PASTORE:**

I believe there were only three members at that point. I thought Ryan Soltan had already resigned.

**MR. COHEN:**

Yes, we must have had a quorum to have the meeting.

**MS. BIZZARRO:**

You did, but right now you won't have a quorum if you leave anyone out.

**MR. COHEN:**

I get it. It just doesn't seem right. Does anyone object to adopting minutes that you weren't at?

**MS. SOEHNGEN:**

I did read them. They were awfully brief. There wasn't a whole lot that was spoken about.

**MS. BIZZARRO:**

Basically, all they did was authorize the accounting services agreement.

**MR. COHEN:**

Okay, I'll make a motion.

**MS. SOEHNGEN:**

I'll second that.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

We have the presentation of the Annual Report. Does everyone have a copy of it?

**MS. BIZZARRO:**

They had gotten a copy of it at the last meeting, so I only made one copy for Lisa Black.

**MR. COHEN:**

So I can present this to Lisa.

**MS. BLACK:**

Thank you so much.

**MS. BIZZARRO:**

Just for the record, Lisa Black is the Member Delegate. Thank you, Lisa. This document basically consists of the Audit, the Financials and Statements and Accomplishments of the Local Development Corporation for 2017.

**MR. COHEN:**

Action by Consent of the Sole Member was signed.

**MS. BIZZARRO:**

Yes, you can just read the Action by Consent of the Sole Member into the Record.

**MR. COHEN:**

Okay, I'll read that document into the record.

**ACTION BY WRITTEN CONSENT OF THE SOLE MEMBER OF  
THE RECREATION AND ECONOMIC DEVELOPMENT CORPORATION  
OF SUFFOLK COUNTY**

**THE UNDERSIGNED**, constituting the Sole Member of The Recreation and Economic Development Corporation of Suffolk County, a New York not-for-profit corporation (the "Corporation"), does hereby consent to and adopt the following resolution. It is the undersigned's intent that this consent be executed in lieu of, and constitutes, the annual meeting of the Member, which consent shall be filed by the Secretary of the Corporation with the minutes of the meetings of the Member.

**I. Appointment of the Board of Directors**

**RESOLVED**, the following persons are appointed by the Member as the Board of Directors ("Board") of the Corporation to serve a one year term and until their respective successors are appointed and shall qualify or until their earlier resignations:

Dennis Cohen  
Ann Marie Pastore  
Dennis Madden  
Deborah C. Soehngen

**MR. COHEN:**

We will include the Designation of the Directors document into the record, which includes Deborah Soehngen, Dennis Madden, Dennis Cohen and Ann Marie Pastore.

**MS. BIZZARRO:**

Those will be put into the official record.

**MR. COHEN:**

It is now time for the swearing in of the Board of Directors by Amy Ellis.

**{The Board of Directors were sworn in by Ms. Ellis.}**

**MR. COHEN:**

Thank you very much.

We'll now go to the Election of Officers. It's just the President and Vice President, Lynne?

**MS. BIZZARRO:**

It's the President, Vice President, Secretary and Treasurer -- you can do that when you adopt the resolutions. You can read through the resolutions there.

Actually, before we get to that, we should have the Acknowledgements and the Fiduciary Duties reviewed and signed, as well as the Certificates of

Independence and put them into the official record. Then you can get to the actual election.

**MR. COHEN:**

Those documents are now going into the record.

I will read into the record the resolution regarding Election of Officers.

**I. Resolution Regarding Election of Officers**

**WHEREAS**, pursuant to Article V Section 2 of the By-Laws of The Recreation and Economic Development Corporation of Suffolk County ("Corporation"), the Board of Directors ("Board") shall elect officers specified in Article V Section 1 of the By-Laws at the Annual Meeting.

**NOW THEREFORE**, the Corporation adopts the following resolution:

**I. Election of Officers**

**RESOLVED**, that the following Board members are elected officers of the Corporation to serve until their respective successors are elected and shall qualify or until their earlier resignations:

Dennis Cohen	Chairman
Dennis Cohen	President
Ann Marie Pastore	Vice President
Deborah C. Soehngen	Treasurer
Ann Marie Pastore	Secretary
Dennis Madden	Assistant Secretary

**MR. COHEN:**

I'll make a motion.

**MS. PASTORE:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

I'll now read the following resolutions into the record:

**II. Resolution Designating an Internal Control Officer**

**WHEREAS**, pursuant to section 2931(1) of the New York State Public Authorities Law, the Corporation wishes to designate an internal control officer.

**NOW THEREFORE**, the Corporation adopts the following resolutions:

**II. Internal Control Officer**

**RESOLVED**, that the Corporation shall elect an internal control officer who shall report to the Board, and implement and review the internal control responsibilities established pursuant to section 2931 of the New York State Public Authorities Law; and be it further

**RESOLVED**, that Dennis Cohen be, and hereby is, elected as the internal control officer of the Corporation, to serve until the next Annual Meeting and until his successor is appointed and has been elected and qualified, or until Dennis Cohen's earlier resignation or removal.

**MR. COHEN:**

I'll make the motion.

**MR. MADDEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

**III. Resolution regarding Investment Policy**

**WHEREAS**, pursuant to section 2925(1) of the New York State Public Authorities Law, it is required that the Corporation annually review and approve an investment policy.

**NOW THEREFORE**, the Corporation adopts the following resolution:

**III. Investment Policy**

**RESOLVED**, that the Investment Policy, in the form annexed hereto as Exhibit A and as presented to the Board, is approved and adopted as the Investment Policy of the Corporation.

**MR. COHEN:**

Just so you know, there is no money in the REDC. We do have a bank account at Capital One Bank.

**MS. BIZZARRO:**

Just for the record, this is the same investment policy that the corporation has had since its inception, which has been reviewed by the auditors.

**MR. COHEN:**

I'll make a motion.

**MS. SOEHNGEN:**

I'll second that.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

**IV. Resolution regarding Mission Statement and Measurements**

WHEREAS, pursuant to section 2824-a of the New York State Public Authorities Law, every local authority shall annually review its mission statement and measurements.

NOW THEREFORE, the Corporation adopts the following resolution:

**IV. Mission Statement and Measurements**

RESOLVED, that the Mission Statement and Measurements, in the form annexed hereto as Exhibit B and as presented to the Board, is approved and adopted as the Mission Statement and Measurements of the Corporation.

**MR. COHEN:**

I'll make a motion.

**MR. MADDEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

**V. Resolution regarding Disposition of Property Policy**

WHEREAS, pursuant to section 2824(1) of the New York State Public Authorities Law, board members of local authorities shall establish written policies and procedures including a policy regarding disposition of property; and

WHEREAS, pursuant to New York State Public Authorities Law section 2896, the Board is required to annually review and approve the policy.

NOW THEREFORE, the Corporation adopts the following resolution:

**V. Disposition of Property Policy**



**RESOLVED**, that the Disposition of Property Policy, in the form annexed hereto as Exhibit C and as presented to the Board, is approved and adopted as the Disposition of Property Policy of the Corporation.

**MS. BIZZARRO:**

This policy, as well, has already been in existence since the inception of the corporation and has been reviewed by the auditors for the corporation.

**MR. COHEN:**

And we have no property. I'll make the motion.

**MS. SOEHNGEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

**VI. Resolution regarding Procurement Policy**

**WHEREAS**, pursuant to section 2824(1) of the New York State Public Authorities Law, board members of local authorities shall establish written policies and procedures including a policy regarding procurement; and

**WHEREAS**, pursuant to the Corporation's current Procurement Policy, the Board is required to annually review the policy.

**NOW THEREFORE**, the Corporation adopts the following resolution:

**VI. Procurement Policy**

**RESOLVED**, that the Procurement Policy, in the form annexed hereto as Exhibit D and as presented to the Board, is approved and adopted as the Procurement Policy of the Corporation.

**MS. BIZZARRO:**

That policy, too, has already been in existence since the inception of the corporation and has been reviewed by the auditors for the corporation.

**MR. COHEN:**

So some time in 2019 we will seek written quotes – an RFP to procure the auditor, correct?

**MS. BIZZARRO:**

RFQ.

**MR. COHEN:**

Yes, RFQ. I guess we also have to figure out what to do without an accountant.

**MS. BIZZARRO:**

We may have another extension on that contract.

**MR. COHEN:**

Okay, we'll see if we can do that in-house because we have very few transactions.

I'll make a motion.

**MS. PASTORE:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

**VII. Resolution regarding Election of the Members of the Audit Committee**

**WHEREAS**, the Corporation wishes to elect Dennis M. Cohen, Deborah C. Soehngen and Dennis Madden as the members of the Audit Committee of the Corporation.

**NOW THEREFORE**, the Corporation adopts the following resolution:

**VII. Election of the Members of the Audit Committee**

**RESOLVED**, that Dennis M. Cohen be, and hereby is, elected as a member and the chair of the Audit Committee of the Corporation, to serve until the next Annual Meeting and until his successor is appointed and has been elected and qualified, or until Dennis M. Cohen's earlier resignation or removal; and be it further

**RESOLVED**, that Deborah C. Soehngen be, and hereby is, elected as a member of the Audit Committee of the Corporation, to serve until the next Annual Meeting and until her successor is appointed and has been elected and qualified, or until Deborah C. Soehngen's earlier resignation or removal; and be it further

**RESOLVED**, that Dennis Madden be, and hereby is, elected as a member of the Audit Committee of the Corporation, to serve until the next Annual Meeting and until his successor is appointed and has been elected and qualified, or until Dennis Madden's earlier resignation or removal.

**MS. BIZZARRO:**

Before the motion, the Audit Committee has to be set up with members who are independent members of this Board. That is why Deborah and Dennis are appointed, as well as Dennis Cohen. We did this at that last meeting, as well. I just wanted to make that clear.

**MR. MADDEN:**

Motion.

**MR. COHEN:**

Second. All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

The Audit Committee, when Brian finishes his audit, he will come in and make his presentation and if there are any questions at that time, we can discuss it.

**VIII. Resolution regarding Election of the Members of the Governance Committee**

**WHEREAS**, the Corporation wishes to elect Dennis M. Cohen, Deborah Soehngen and Dennis Madden as the members of the Governance Committee of the Corporation.

**NOW THEREFORE**, the Corporation adopts the following resolution:

**VIII. Election of the Members of the Governance Committee**

**RESOLVED**, that Dennis M. Cohen be, and hereby is, elected as a member of the Governance Committee of the Corporation, to serve until the next Annual Meeting and until his successor is appointed and has been elected and qualified, or until Dennis M. Cohen's earlier resignation or removal; and be it further

**RESOLVED**, that Deborah C. Soehngen be, and hereby is, elected as a member and the chair of the Governance Committee of the Corporation, to serve until the next Annual Meeting and until her successor is appointed and has been elected and qualified, or until Deborah C. Soehngen's earlier resignation or removal; and be it further

**RESOLVED**, that Dennis Madden be, and hereby is, elected as a member of the Governance Committee of the Corporation, to serve until the next Annual Meeting and until his successor is appointed and has been elected and qualified, or until Dennis Madden's earlier resignation or removal.

**MR. COHEN:**

I'll make the motion.

**MR. MADDEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? Motion carries. **(Vote: 4/0/0/0)**

Is there any new business? Motion to adjourn.

**MR. MADDEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? The meeting is adjourned. **(Vote: 4/0/0/0)**

**(Mr. Cohen adjourned the meeting at 10:50 a.m.)**

Attachments: Investment Policy – Exhibit A  
Mission Statement and Measurements – Exhibit B  
Disposition of Property Policy – Exhibit C  
Procurement Policy – Exhibit D

CERTIFICATION

STATE OF NEW YORK     )  
COUNTY OF SUFFOLK    ) ss:

I, Ann Marie Pastore, the undersigned, Secretary of The Recreation and Economic Development Corporation of Suffolk County (the "Corporation"), do hereby certify that I have compared the foregoing minutes of the annual meeting of the Board of Directors of the Corporation, including the Resolutions contained therein, held on December 6, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolutions set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members had due notice of said meeting or notice was waived; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolutions are in full force and effect and have not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 6<sup>th</sup> day of May, 2019

Ann Marie Pastore