

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

A Special Meeting of The Recreation and Economic Development Corporation of Suffolk County, Board of Directors, was held on June 20, 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 -County Attorney's Office  
Valerie Smith - County Attorney's office  
Amy Ellis - Chief Deputy Clerk of the Legislature

Minutes taken by Ann Marie Pastore

**(Mr. Dennis Cohen called the meeting to order at 11:40 a.m.)**

**MR. COHEN:**

I'll call to order the 11:30 a.m. Special Meeting of The Recreation and Economic Development Corporation of Suffolk County.

I'll put into the record that the Designation of the Directors by the Sole Member of the Corporation, which is the County Executive Steve Bellone, as well as Deborah Soehngen and Dennis Madden. The Designation needs to be corrected to reflect the spelling Soehngen. This is dated June 20, 2018. I will give that to Ann Marie.

I would also like to put into the record the Designation of Independent Directors, and again this is of the Sole Member of the Corporation, dated June 20, 2018, electing the two new Independent Members, Dennis Madden and Deborah Soehngen. Again, the Designation for Deborah needs to be corrected to reflect the correct spelling of her last name, Soehngen.

The Designation is also removing Kathleen Mitchell as an Independent Director—

**MS. BIZZARRO:**

Not the Designation but the Action.

**MR. COHEN:**

I'm sorry, the Action. Did I do the Action –

**MS. BIZZARRO:**

We have two Designations and one Action.

**MR. COHEN:**

Yes, I did two Designations. Okay, so the Action is where Kathleen Mitchell is being removed.

**MS. BIZZARRO:**

Correct.

**MR. COHEN:**

I'm sorry. I put those backwards, Ann Marie. So the first thing we put into the record was the two Designations. The second thing we put into the record was the Action. The Action removes Kathleen Mitchell as an Independent Director and elects Deborah Soehngen and Dennis Madden as Independent Directors.

The next thing we need is the two new Board Members to sign Certificates of Independence. I will now hand those out.

**MS. BIZZARZO:**

Can you also please provide your addresses on these because we didn't have those.

**MR. COHEN:**

Okay, so those are signed, and the addresses have been submitted. I will put those into the record. The spelling has been corrected on all these documents.

The Independent Directors will now be sworn in.

**MS. ELLIS:**

Please just raise your right hand and repeat after me.

"I, state your name, due solemnly swear that I will support the Constitution of the United States and the Constitution of the State of New York and that I will faithfully discharge the duties of the Board of Directors of The Recreation and Economic Development Corporation of Suffolk County."

**(Dennis Madden and Deborah Soehngen were sworn in.)**

**MS. ELLIS:**

Congratulations.

**MR. COHEN:**

Thank you.

Next we have the Waiver of the Notice of the Meeting.

**MS. BIZZARRO:**

The point of the Waiver of Notice is a procedural thing just in case there is some issue receiving notices –

**MR. COHEN:**

Oh, I do have it.

We're now putting in the record placing the Waiver of the Notice of the Meeting of the Board of Directors fully signed by all Independent Members.

Next being placed into the record the Certification of Ms. Pastore that today's meeting was properly noticed pursuant to the Open Meetings Law and that we have a quorum for this meeting.

**MS. BIZZARRO:**

Ann Marie, I know sometimes you certify this after you do the minutes.

**MS. PASTORE:**

Yes, I'll certify this once the minutes are complete.

**MR. COHEN:**

Okay, we will go to the resolutions.

**MS. BIZZARRO:**

Just to give a brief explanation, we are required as a local development corporation to have an Audit Committee and also a Governance Committee. We haven't really had the need for a Governance Committee to ever meet but you are required to have a similar make-up as to the Audit Committee.

We need the Audit Committee put together today because you're going to be reviewing the audited financials and making a recommendation to the full Board, yourselves included, regarding that audit document, which has to be ultimately filed with the State Authorities.

The Audit Committee is really the important one. We have in the resolution that Dennis Cohen will be the Chair of that, but I also put in the Governance Committee in the event down the road we need it. We made that one up with Dennis Cohen and the same members, the three of you, two Independents and non-Independent.

Then we'll have to just do the election of the Independent Directors. Those are the three resolutions.

**MR. COHEN:**

I will read the Resolved Clauses of each resolution.

**I. Resolution regarding Election of Independent Directors**

*RESOLVED, that Deborah Soehngen be, and hereby is, elected as an Independent Director of the Corporation, to serve until the next annual meeting of the Sole Member, and until her successor is appointed and has been elected and qualified, or until Deborah Soehngen's earlier resignation or removal in accordance with the Corporation's By-laws; and be it further*

*RESOLVED, that Dennis Madden be, and hereby is, elected as an Independent Director of the Corporation, to serve until the next annual meeting of the Sole Member, and until his successor is*

*appointed and has been elected and qualified, or until Dennis Madden's earlier resignation or removal in accordance with the Corporation's By-laws.*

**MR. COHEN:**

I'll make a motion to approve.

**MS. PASTORE:**

Second.

**MR. COHEN:**

All in favor? Opposed? That resolution is adopted. (Vote: 4/0/0/0).

I'll read now the following resolution.

**II. Resolution regarding 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 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 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.*

**MR. COHEN:**

Again, I'll make a motion to approve.

**MS. PASTORE:**

Second.

**MR. COHEN:**

All in favor? Opposed? That resolution is adopted. (Vote: 4/0/0/0).

I'll read the third resolution.

**III. Resolution regarding 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 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 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:**

Motion to approve.

**MR. MADDEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? That resolution is adopted. (Vote: 4/0/0/0)

Do we have any other business for this Special Meeting today? If not, motion to adjourn.

**MS. SOEHNGEN:**

Second.

**MR. COHEN:**

All in favor? Opposed? Thank you. (Vote: 4/0/0/0)

**(Mr. Dennis Cohen adjourned the meeting at 11:50 a.m.)**

DC:ap

Attachments

CERTIFICATION

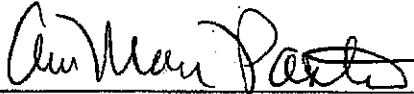
STATE OF NEW YORK     )  
COUNTY OF SUFFOLK    ) ss:

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 a special meeting of the Board of Directors of the Corporation, including the Resolutions contained therein, held on June 20, 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 30 day of Nov, 2018.



Secretary