



MINUTES

Fort Schuyler Management Corporation Meeting of the Board of Directors September 13, 2016 NFE 2107

Directors present: Jerry Barber – Chairman, Dr. Robert Geer, Mike Evke, Robert Samson, RoAnn Destito

Board Secretary: Cheryl Casey-Rose

CNSE Staff: Deborah Reichler, CJ Kempf, Patricia Bucklin, Scott Bateman

Guests: Paul Kutey (Research Foundation)

1. Call to Order

- The quarterly meeting of the Board of Directors of Fort Schuyler Management Corporation (FSMC) was called to order at 3:35 p.m. by Mr. Barber.

2. Open Meetings – Mr. Barber stated that this is the first FSMC Board of Directors meeting to voluntarily comply with the Open Meetings Law and that we are doing so to increase transparency and accountability.

3. FSMC Website – Mr. Barber advised that the FSMC website is at www.ftsmc.org.

4. Review/approval of June 21, 2016, quarterly meeting minutes

- The Board reviewed the meeting minutes of the June 21, 2016 quarterly meeting. A motion was made by RoAnn Destito and seconded by Bob Geer, and the minutes were approved as presented.
 - Votes: Ayes-5, Nays-0, Abstentions-0

5. Chairman's Report:

- Resolution 138 – Approval of Annual Plan
Motion: Bob Geer, Second: Bob Samson
Discussion: The Annual Plan was presented as a draft at the June 21st Board of Directors Meeting and has since been refined to the current document. The Plan will be updated quarterly. Staff will continue to work on a three-year forecast. The surplus identified in



the plan is the result of a five-year working capital loan. The surplus is necessary to sustain FSMC in future years as we progress from constructing the facility to operating the facility.

- Vote: Ayes -5, Nays -0, Abstentions -0
 - Resolution 138 passed unanimously and was adopted as presented.
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- Resolution 139 – Riverbend GMP ~~Increase~~ Establishment
Mr. Barber noted that the resolution listed on the agenda was misidentified as an increase to the GMP and is in fact the establishment of the GMP. He asked that the minutes and agenda reflect the correction.
Motion: Bob Samson, Second: Bob Geer
Discussion: RoAnn Destito asked to clarify that this is not an increase in the GMP. Mr. Barber confirmed that it is not an increase.
 - Vote: Ayes-5, Nays -0, Abstentions -0
 - Resolution 139 passed unanimously and was adopted as presented.
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- Resolution 140 – Election of Chair
Motion: RoAnn Destito, Second: Michael Evke
Discussion: Mr. Barber stated that it has been his pleasure to serve as chair for the past few years, and that he is very proud and honored as to what this Board has accomplished on behalf of SUNY Poly. He stated that he is comforted to know that a person with the caliber of Bob Samson has agreed to step in as chair, noting that he comes to us with all of the right qualifications from his background at IBM and experience in global government relations.
Bob Geer thanked Mr. Barber for all of the time he has spent lifting this organization up. He further stated that he can't think of a better person to Chair FSMC than Bob Samson as he has been a great contributor since joining the Board.
RoAnn Destito thanked Mr. Barber for being the backbone of FSMC and FRMC and giving structure and credibility to both Boards.
Mike Evke thanked Mr. Barber for his leadership and accomplishments and thanked Bob Samson for stepping up to take on the role of Chair.
 - Vote: Ayes -5, Nays -0, Abstentions -0
 - Resolution 140 passed unanimously and was adopted as presented.
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- Resolution 141 – Election of Secretary, Treasurer and General Counsel for FSMC
Motion: Bob Samson, Second: Bob Geer
Discussion:
 - Vote: All in favor -5, Opposed -0, Abstain -0



- Resolution 141 passed unanimously and was adopted as presented.
 - Resolution 142 – Recognition of Bruce Reichel for contributions to FSMC
Motion: Mike Evke, Second: Jerry Barber
Discussion: Jerry Barber stated that Bruce Reichel served at SUNY Poly and FSMC with distinction and his efforts are greatly appreciated. RoAnn Destito echoed Mr. Barber's sentiments.
 - Vote: Ayes -5, Nays -0, Abstentions -0
 - Resolution 142 passed unanimously and was adopted as presented.
 - Robert Samson asked for a motion to bring forward a resolution recognizing Jerry Barber for his service to FSMC. RoAnn Destito seconded the motion. A resolution recognizing Jerry Barber for his service to FSMC will be drafted and presented at the next FSMC Board of Directors meeting.
6. Audit Committee:
Bob Samson reported that there is no reason to expect anything other than a clean audit. Jerry Barber noted that the audit will begin in a few weeks.
7. New Business:
Jerry Barber suggested a motion to begin having monthly FSMC meetings in view of our desire to have open meetings and the decisions before us; this would be subject to the presence of business and a quorum. Mike Evke so moved, and Bob Geer seconded the motion.
Discussion: Bob Geer asked when the new schedule would commence. Jerry Barber stated they would begin monthly in October. Bob Samson asked if members had to be physically present to vote. Jerry Barber confirmed they do.
 - Vote: Ayes -5, Nays -0, Abstentions -0
 - Motion to begin conducting monthly FSMC Board of Directors meetings if there is to be action taken and the presence of a quorum passed unanimously.
8. Motion for Executive Session:
 - Jerry Barber stated that at this time the meeting would be open for public comment and that the formal portion of the meeting would be adjourned immediately following public comment; and he would like to make a motion to conduct an Executive Session immediately following the public comment period and formal meeting adjournment, as follows: That the directors conduct an Executive Session for the purpose of information relating to and discussions regarding investigations and litigations as guided by ¶ (c) and (d) of subdivision 1 of §105 of the New York State Open Meetings Law.



- Bob Geer so moved and Bob Samson seconded the motion.
- Discussion: None
 - Vote: Ayes -5, Nays -0, Abstentions -0
 - Motion for Executive Session passed unanimously.

9. Public Comment:

- There were no public comments.

10. Adjournment of Formal Meeting

- With no further business to come before this body, the meeting adjourned at 4:03 p.m.

Respectfully Submitted,

Cheryl Casey-Rose
Secretary of the Board of Directors
Fort Schuyler Management Corporation