

## MINUTES OF SPECIAL MEETING OF WEDNESDAY, OCTOBER 28, 2009

Meeting was called to order by Chairman McCabe at 6:48 p.m.

Present: Sean McCabe, Chairman  
Kathleen Wojciechowski, Vice Chairperson  
Angela DeVito, Secretary/Treasurer  
Lou Kalogeras  
Paul Thompson

Anna Maria Sforza Villa, Executive Director  
Lucille Sullivan, Financial Officer

Absent: Richard Ehlers, Counsel  
Hank Boerner, Asst. Secretary/Asst. Treasurer

The Executive Director proposed a resolution authorizing the Governance Committee to amend IDA by-laws to include email communications and other modern electronic means of communications to discuss and vote on business to expedite the processing of business matters. Motion was made by Chairman Sean McCabe to assign this request to Governance Committee to explore and make recommendations to the board.

### **#44-09 – ADOPTS PROPOSED BUDGET FOR FYE 2010**

Lou Kalogeras offered the following resolution, which was seconded by Paul Thompson.

WHEREAS, the Audit Committee approved a preliminary Budget for FYE 2010, which was amended and thereafter, approved and adopted unanimously by the Board;

WHEREAS, said proposed Budget was submitted for review and comment to all parties as required by law; and

WHEREAS, no comments were received; and

NOW, THEREFORE, BE IT RESOLVED, that the proposed Budget for FYE 2010 as attached be and is hereby adopted.

**Vote: 5 yes**  
**1 absent**

The Executive Director gave a report of the State of the IDA:

1. The IDA is making headway in becoming a lead economic development agency in the Town of Riverhead by its various activities.
2. Applications status:
  - two completed applications will be presented in a public hearing on 11/9;
  - two informal presentations will be made to the Board on 11/9;
  - over ten prospects are in the pipeline and

- one master developer is communicating with the Executive Director to consider downtown redevelopment
- 3. For the first time, on 11/19/09, the three economic development agencies will be together at the "Meeting of the Boards", to get better acquainted with each other's missions, benefits and criteria for qualification of those benefits to have a positive and productive discussion to improve the ability to work together and further the economic development of the Town of Riverhead.
- 4. International trade officials have been contacted to attract foreign companies to Riverhead
- 5. Economic Development officials, developers, bankers, brokers, investors etc. from Long Island and abroad are being contacted and made aware of Riverhead and its IDA.
- 6. Articles have appeared to promote the IDA.
- 7. The IDA and Riverhead will be represented and promoted by the Executive Director sitting on a panel at Vision Long Island Smart Growth Summit to speak about Financing Smart Growth Projects.

The Executive Director stated that more needs to be done, and the IDA needs to keep moving forward aggressively. However, the internal operations of the Agency need to be refined and defined such as:

1. The Executive Director should have the title of Chief Executive Officer as well as the function of Chief Executive Officer. Ms. Villa's retainer agreement must reflect this update.
2. The current Chief Financial/Fiscal Officer, outside contractors and future staff should report to the Chief Executive Officer/Executive Director; the Chief Executive Officer/Executive Director shall report directly to the Agency Board of Directors.
3. The current Chief Financial Officer needs to be available during regular Agency hours.
4. Chief Executive Officer/Executive Director needs to obtain immediately an Agency credit card.
5. Chief Executive Officer/Executive Director needs to retain the services of a financial advisor/certified public accountant who will be available during Agency normal daily and weekly operating hours during the restructuring of the organization.
6. The old computer needs to be fixed with the assistance of a computer technician and a new one needs to be purchased.

#### Executive Session:

At 7:43 p.m., Chairman McCabe adjourned the special meeting and the Board of Directors went into executive session to review personnel issues. Lucille Sullivan and Anna Maria Villa left the room.

The executive session concluded its business at 8:03 pm and the Board went back into special session. Anna Maria Villa re-entered the room. The special session was adjourned at 8:14 p.m. subsequent to a motion by Lou Kalogeras and a second by Angela De Vito.

The following policy directives resulted from the Executive Session:

- a. The Executive Director and the Chief Executive Officer of this Agency are one and the same.
- b. Administrative/financial staff position(s) reporting to the Chief Executive Officer/Executive Director shall be created; the position(s) shall work during Agency normal daily and weekly operating hours, and Chief Executive Officer/Executive Director is authorized to place a Help Wanted Ad and initiate the search for staff.
- c. The Agency organizational chart is amended making all staff positions and independent contractors report to the Chief Executive Officer/Executive Director; the Chief Executive Officer/Executive Director shall report directly to the Agency Board of Directors.
- d. An Agency credit card is to be issued to the Chief Executive Officer/Executive Director immediately and thereafter, to other staff as determined by and approved by the Agency Board of Directors.
- e. Chief Executive Officer/Executive Director is authorized to retain the services of a financial advisor/certified public accountant who will be available during Agency normal daily and weekly operating hours during the restructuring of the organization.
- f. Chief Executive Officer/Executive Director is authorizes to fix the old computer with the assistance of a technician and purchase a new one.

**#45-09 – CLARIFICATION OF TITLE AND FUNCTION OF THE EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER**

Lou Kalogeras offered the following resolution, which was seconded by Kathleen Wojciechowski..

WHEREAS, the Board of Directors of this Agency has determined, as a result of executive session on 10/28/09, that Anna Maria Villa should hold the title and function of Executive Director and Chief Executive Officer of this Agency;

WHEREAS, the organizational chart of this Agency shall be restructured to reflect this change.

WHEREAS, the Executive Director/Chief Executive Officer shall report directly to the Agency Board of Directors;

WHEREAS, Ms. Villa's retainer agreement must reflect this update.

BE IT RESOLVED, that the Executive Director shall have title and function of Chief Executive Officer and Executive Director.

**Vote: 5 yes  
1 absent**

**#46-09 – AUTHORIZES EXECUTIVE DIRECTOR/CEO TO RETAIN THE PROFESSIONAL SERVICES OF A CERTIFIED PUBLIC ACCOUNTANT**

Lou Kalogeras offered the following resolution, which was seconded by Angela DeVito.

WHEREAS, the Board desires to ratify the Executive Director's determination to retain the services of a Certified Public Accountant who will be available during Agency normal daily and weekly operating hours;

WHEREAS, the Chief Executive Officer/Executive Director is authorized to retain the services of Denise Cooper, CPA., effective 11/2/09; and who shall serve during the restructuring of the organization until further determination by the Chief Executive Officer/Executive Director with approval of the Board.

RESOLVED, that the Executive Director be and is hereby authorized to negotiate and execute the terms of her service.

**Vote: 5 yes**  
**1 absent**

There being no further business the meeting was adjourned at approximately 8:14 p.m.