

CENTRAL NEW YORK REGIONAL MARKET AUTHORITY
QUARTERLY BOARD MEETING
Thursday, February 28th, 2019
3:30 P.M.

PRESENT: J. Musumeci, J. Bereneger, R. Daratt, K. Batman, J.A. Delaney, M. Broccoli, A. Emmi, C. Pratt, C. Nowak, M. Mahar

ABSENT: D. Ross, S. Ficken, M.E. Chesbro

OTHERS: Ben Vitale, Amanda Vitale, Greg Frigon, Ryan Poplawski

The meeting was called to order at 3:30 PM by Board President: John Musumeci.

APPROVAL OF AGENDA

Resolved; a motion was made by C. Pratt and seconded by M. Broccoli to approve the agenda. All in favor; no one opposed; no abstentions.

APPROVAL OF PRIOR MINUTES

Resolved; a motion was made by A. Emmi and seconded by R. Daratt to approve prior minutes. All in favor; no one opposed; no abstentions.

QUARTERLY REPORT

B. Vitale reviewed the cash accounts and recommended that the Board of Directors approve the cash accounts as they are on the balance sheet. C. Pratt asked what the contingency account was for, and B. Vitale responded that the money in the account stays the same every single year, and it remains there in case of a catastrophe.

B. Vitale reviewed the income report. He reported that it has been pretty much business as usual with very little out of the ordinary. However, B. Vitale reported that there are some changes that need to be made when looking at the Expense report, and referred to the resolution for moving money that was included in the board packet. Just a few months ago, the Authority discontinued the contract that was held with a company that did overnight security for the grounds. In turn, the Authority has relocated Frank Recore to Security Supervisor and hired one of the existing guards from the previous company to work the overnight security as Authority employees. For this reason, B. Vitale is requesting that the Board of Directors move some money from our security expense account into payroll expense. This will still leave the payroll account at a \$4,000.00 deficit, but B. Vitale suggests that the Board of Directors move \$4,000.00 from the Authority's health coverage expense account into the payroll expense account to cover that

deficit since the Authority has also saved money in that department this past year. B. Vitale then reported that the Authority is also low on funds in the legal and professional expense account. In order to cover this deficit, B. Vitale recommended that the Board of Directors moves funds from the following expense accounts into the legal and professional expense account: new equipment expense account, repairs to equipment expense account, and the office expense account. The resolution decided upon by the Board of Directors is as follows:

Resolved; a motion was made by R. Daratt and seconded by A. Emmi to approve the quarterly report and adjust the 2018-19 budget as follows;

Credit Payroll Account: \$44,000.00	adjusted budget: \$449,000.00
Debit Security Account: \$40,000.00	adjusted budget: \$295,000.00
Debit Health Plan Account: \$4,000.00	adjusted budget: \$128,000.00
Credit Legal and Professional Account: \$40,000.00	adjusted budget: \$82,500.00
Debit New Equipment Account: \$25,000.00	adjusted budget: \$25,000.00
Debit Repairs to Equipment Account: \$5,000.00	adjusted budget: \$7,000.00
Debit Office Expense Account: \$10,000.00	adjusted budget: \$10,000.00

All in favor; no one opposed; no abstentions.

GOVERNANCE COMMITTEE PRESENTATION- JoAnn Delaney

J.A. Delaney presented to the Board of Directors that she was not prepared for this portion of the agenda. She stated that there was a resolution in the board packet that she had never seen until she opened the packet, and that it was not approved by the governance committee. J. Musumeci stated that he had been in discussion with the attorney while the resolution was written and that he had approved that the resolution matched what had been discussed and agreed upon by both the governance committee and full board at the January meeting. C. Pratt and M. Broccoli agreed that the resolution appeared to be identical to what had been discussed at the January meeting. J. Musumeci recommended that everyone take a moment and review the resolution. After a moment, the Board decided to move on with the resolution. The resolution was approved as follows:

RESOLUTION

A regular meeting of Central New York Regional Market Authority was convened at 2100 Park Street, in the City of Syracuse on February 12, 2019 at 5:30 p.m.

RESOLUTION OF THE CENTRAL NEW YORK REGIONAL MARKET AUTHORITY APPROVING THE CONTINUED EMPLOYMENT OF EXECUTIVE DIRECTOR BENJAMIN VITALE.

WHEREAS, the Board of Directors ("Board") of the Central New York Regional Market Authority ("Authority") is authorized and empowered by the provisions of the New York Public Authorities Law § 828, to name a manager and such other officers and employees as may be needed, and fix their compensation; and

WHEREAS, Article III, Section 4(1) of the Authority's Bylaws further authorize the Board to hire an Executive Director to be responsible for the management and administration of the Authority, its programs facilities and services; and

WHEREAS, the Board wishes to restate the terms of the continued at-will employment of the current Executive Director, Benjamin Vitale ("Mr. Vitale").

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE AUTHORITY AS FOLLOWS:

1. That the Authority hereby reconfirms Mr. Vitale as Executive Director of the Authority on an at will basis and subject to the following terms:

- i) Mr. Vitale's salary for 2018 is hereby increased retroactively by an additional Eighteen Thousand, Two Hundred Forty Three and 50/100 Dollars (\$18,243.50), for a total annual salary of [AMOUNT]. *108,153.58*
- ii) Mr. Vitale's base pay effective January 1, 2019 shall be Four Thousand One Hundred Fifty Nine and 75/100 Dollars (\$4,159.75) per pay period.
- iii) Mr. Vitale will not accrue any additional sick or vacation time, but shall retain and be able to use *1520* (h) sick and *228* (h) vacation time he has accrued as of the date of this Resolution.
- iv) Mr. Vitale is and shall continue to be an "at will" employee, and the Board or Mr. Vitale may terminate the employment relationship at any time, with or without cause.

2. That this Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote, which resulted as follows: Resolved; a motion was made by K. Batman and seconded by C. Pratt

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>
John Musumeci, President [All others in attendance]	all (10)	no one (0)	no one (0)

This Resolution was thereupon duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ONONDAGA)

I, the Secretary of the Central New York Regional Market Authority, do hereby certify:

That I have compared the foregoing extract of the minutes of the meeting of the members of the Central New York Regional Market Authority, including the Resolution contained therein, held on February 12, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Central New York Regional Market Authority had due notice of said meeting, (ii) said meeting was in all respects duly held, (iii) pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and public notice of the time and place of said meeting was given in accordance with said Article 7 and (iv) there was a quorum of the members of the Central New York Regional Market Authority present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said Central New York Regional Market Authority this 28 day of February, 2019.

**CENTRAL NEW YORK REGIONAL MARKET
AUTHORITY**

By: _____
Secretary

J.A. Delaney discussed the necessity of the Governance committee needing to meet in order to discuss how to proceed with hiring a new Executive Director. The meeting was scheduled for Thursday March 14th, 2019 at 3:30pm. J. Musumeci requested that all Board Members receive a reminder for this meeting and packet for this meeting along with the reminders and packets for the full meeting of the Board of Directors, and that all Board Members are welcome to attend this meeting.

DELIVERY ISSUES

B. Vitale presented to the Board of Directors that the Authority's staff has been experiencing difficulties with Mento Produce and their refusal to pay for their delivery license or daily delivery fees. The staff has been poorly treated by this company, and the company continually claims to only be picking up from the Market and never delivering. However, their trucks have been caught delivering on several occasions, and still avoiding to pay for those deliveries. The most recent instance happened just a couple weeks prior to this meeting. B. Vitale presented that he has seen one of their trucks sneak in the back driveway and back up to the rear dock at Peter A. Guinta and Son's Produce. B. Vitale went onto the rear dock to check out what they were doing. At this time, B. Vitale saw that they had a pallet of produce on the truck that they were delivering to Guinta's. At this point, B. Vitale placed his hand on the shoulder of the employee who was working at Peter A. Guinta and Son's Produce, and asked that the pallet go back onto the truck and that the delivery not be made since no delivery fee had been paid. A short time later, B. Vitale was moving snow in the Authority's skid steer. At this time the delivery driver's boss arrived to the Authority. After some words with the Deputy that was on duty as the Authority's security at the time, he proceeded to drive his truck over and used it to block B. Vitale in the skid steer. At this time, he walked to the skid steer and opened the door of the skid steer and proceeded yell and scream at B. Vitale. This incident proceeded for some time, and he continued to reopen the skid steer door each time that B. Vitale would close it. This entire incident was also caught on camera.

B. Vitale stated that this is the kind of treatment that Authority Employees had to endure on a daily basis when he first started at the Authority. This is completely unacceptable, and is something that should not need to be dealt with by the next individual who takes his position.

B. Vitale asked the Board of Directors if they had any ideas on how to proceed with this situation. B. Vitale's idea was to inform the business that they will only be allowed back on premises if they pay for and hold a delivery license. This would include restricting them from picking up from the Authority as well, because the Authority cannot have someone checking the truck every single time they come onto the grounds, in order to find out if they are truly picking up or actually making a delivery.

After some discussion, the Board of Directors agreed that this was a good and reasonable idea for dealing with this situation, and that Mento Produce should receive a letter that states the decision.

UPDATE COMMITTEE LIST

J. Musumeci presented that he would like to table this discussion until C. Pratt takes over as president, and that M. Broccoli should hold a nominating committee meeting before the next meeting.

C. Pratt passed out a copy of the current committee lists and asked that everyone take some time to review them. He also asked that anyone interested in being on a committee make himself or M. Broccoli aware.

BOARD DISCUSSION

B. Vitale presented to the Board of Directors that there was only one requested change to the Rules and Regulations and License Agreement for this upcoming year. For this reason, the Rules Committee decided not to meet and to just let the one rule change go to the full Board of Directors instead. B. Vitale presented the one rule change as follows:

Rules and Regulations:

1. No Person may sell on the Market, except from a regular Market space for which he, she or it has a currently valid License or Permit, as herein provided. **In addition, any Person with an outstanding account with the Authority that has not brought such account current within three (3) days of written notice shall not be allowed to sell on the Market.**

License Agreement:

"Central New York Regional Market Authority".

All payments of the License Fee shall be in currently available U.S. funds paid or payable to the Licensor. If Licensor has not received from Licensee the full amount of any installment of the License Fee and/or any other amount due from Licensee to Licensor hereunder, by the first Market Day of this License Agreement's Market Day, (Example: for the Saturday License Agreement, the second payment is due on or before the first Saturday of December) then the Licensee will be in default.

Should the Licensee fail to make a payment on the first market day when payment is due, the Licensee will not be allowed to set up or sell until such license is brought current with payment. If at any time a license is not current in regards to payment, the license is considered null and void.

Should the Licensee have any other outstanding accounts with the Licensor and such account(s) have not been brought current within three (3)

days of written notice, the Licensee will not be allowed to set up and sell until such account(s) is brought current.

Should the Licensee fail to make payment in full before the end of that Market Season, the Licensee will automatically forfeit all rights and privileges to the licensed space for any subsequent season.

Resolved; a motion was made by A. Emmi and seconded by R. Daratt, to approve these changes. All in favor; no one opposed; no abstentions.

B. Vitale reviewed the current organizational chart and presented to the Board of Directors on the Short-Term employment plans for the Authority.

B. Vitale informed the Board of Directors that this year's vendor orientation meeting was going to be a little bit earlier this year, and is scheduled for Thursday March 28th, 2019. Invitations to the meeting were then handed out to all of the Board Members.

B. Vitale informed the Board of Directors that the tenant: Regional Fresh Poultry is interested in beginning discussions of expanding their business to include small animals. It was presented that they would need some extra space to do so, and that this would not come without increased rent. B. Vitale wants to start by coming up with some kind of plan to start with, and go from there with discussions.

B. Vitale made the Board of Directors aware of the plans of the Ball Park to have a large event (Nitro Circus) on Saturday June 1st, 2019. B. Vitale and the Board of Directors agreed that the parking for such an event may interfere with the heavy traffic that the Authority experiences this time of year with the Saturday Farmers Market. B. Vitale will be in discussion with the Ballpark, and will update the Board of Directors.

B. Vitale presented that this year's NAPMM meeting will be held in Atlanta GA this coming May. He presented that he would like the Board to make a resolution to approve funds for travel for staff and Board Members who would like to attend the meeting. B. Vitale also presented that there is some interest from both staff and Board members in traveling to Toronto to visit the market there. B. Vitale is not sure if there will be time to schedule such a trip, but would like for the Board to approve this travel as well.

Resolved; a motion was made by M. Broccoli and seconded by J. Berenguer, to approve funds for Board and staff travel to both Atlanta GA and Toronto. All in favor; no one opposed; no abstentions.

R. Poplawski informed the Board of Directors that there are no current updates with the DeMarco case, but will wait until at least the next Board Meeting to discuss the issue further.

B. Vitale informed the Board the M&T Bank will be doing a refresh and updating their signs.

B. Vitale asked the Board of Directors what they would like to do about John Harper. Upon falling ill last Summer, he had asked the Board to be relieved of his Thursday License Agreement, to which the Board had approved. However, after being relieved of his Thursday license no further payments were made on his Saturday license. In turn, his account has a balance of \$675 remaining unpaid on that Saturday License Agreement. B. Vitale asked the Board of Directors if this debt should be relieved or if it should be left on the account, leaving him in default. The Board of Directors agreed to leave the balance on the account, leaving the account in default and in need of payment if he decides at any point to return as a vendor.

B. Vitale presented to the Board that prior issues that had been discussed pertaining to specific vendors in E-Shed have been resurrected. One of the vendors, who had been quiet for a few weeks, has fallen back into old habits and their behavior is again out of hand. B. Vitale recommended that we allow the vendor to complete the term of their current license, but that we inform the vendor that they will no longer have the privilege of vending on the Market once this current license term expires. The Board agreed to this recommendation.

NEXT MEETING

The next meeting of the Board of Directors will be on March 12th, 2019 at 3:30 p.m.

ADJOURNMENT

Resolved; a motion was made by J.A. Delaney and seconded by A. Emmi, to adjourn at 4:47 p.m. All in favor; no one opposed; no abstentions.

Maria Mahar, Secretary