**GREATER SYRACUSE**
**PROPERTY DEVELOPMENT CORPORATION**
201 East Washington Street, Suite 500
Syracuse, NY 13202
Tel (315) 448-8177 Fax (315) 448-8705

Minutes
Greater Syracuse Property Development Corporation
BOARD OF DIRECTORS MEETING
Friday, June 29, 2012, 12:00 p.m.
333 W. Washington Street, Suite 130
Syracuse, NY 13202

**Board Members Present:** Daniel Barnaba, Dwight Hicks, Mary Beth Primo, Vito Sciscioli
**Board Members Excused:** James Corbett
**Others Present:** Paul Driscoll, Tom Babilon, Katelyn Wright, Hon. Jean Kessner, Andrew Maxwell, Tim Carroll, Bill Fisher, Travis Glazier, Don Weber, Joel Rinne, Rich Puchalski, Phil Prehn, Rob Simpson, Nora Spillane, Martha Maywalt, Judy Delaney, Frank Alexander, Sara Toering, Kim Graziani

## I. Call to order

Paul Driscoll, Commissioner of the City of Syracuse Department of Neighborhood & Business Development, called this first meeting of the Greater Syracuse Property Development Corporation Board of Directors meeting to order at 1:38 p.m.

## II. Roll Call

Mr. Driscoll noted the Board members that were present – Mr. Barnaba, Mr. Hicks, Ms. Primo, and Mr. Sciscioli, and acknowledged staff and Syracuse stakeholders that had worked to obtain state enabling legislation for this organization's creation, especially our partners at Center for Community Progress, three of whom were in attendance – Mr. Alexander, Ms. Toering, and Ms. Graziani.

## III. New Business

**Adopt Bylaws**

Thomas Babilon presented proposed bylaws to the Board and explained that certain amendments to them would need to be adopted prior to the adoption of the bylaws themselves. Mary Beth Primo suggested that the Corporation's office address should be 201 E. Washington Street. After some brief discussion, Mr. Hicks made a motion to amend the bylaws to specify the address of the corporation as 201 E. Washington Street. Ms. Primo seconded the motion. All board members present then voted and the proposed amendment was unanimously adopted.

Mr. Babilon then explained that the Board must adopt a date for the annual meeting, that the second Tuesday of January had been inserted into the draft bylaws, but that any date chosen by the Board would be sufficient. Ms. Primo recommended that the bylaws state the annual meeting should be held during the month of January, to which Mr.

Babilon advised that a specific date is required. After some discussion, Mr. Sciscioli made a motion to amend the bylaws to specify the annual meeting be held on the second Tuesday of January each year. Mr. Hicks seconded the motion. All board members present then voted and the proposed amendment was unanimously adopted.

Mr. Babilon then explained that an inconsistency in Article Four, Section Four of the original draft of the proposed bylaws previously circulated required the amendment of that section. Mr. Babilon explained that the original provision as drafted mirrored the power to remove a board member by the appointing party. The current revised section as attached and distributed corrects that provision allowing for Officers to be removed by a majority of the remaining members of the Board for neglect of duty or misconduct, pursuant to rules and requirements adopted by the Board concerning member participation and attendance, and as otherwise may be provided by New York law. After some discussion, Mr. Babilon explained that no amendment need be adopted as this section of the proposed bylaws had already been corrected prior to the meeting.

Mr. Babilon then explained that the previous draft of the bylaws distributed to the Board had been revised to make the position of Executive Director a permissible hire for the Corporation as opposed to a mandatory hire, and that in the currently drafted bylaws the only mandatory hire remaining is the position of Chief Financial Officer. Mr. Babilon explained further that this position was left as a mandatory hire because other provisions of the bylaws make the Chief Financial Officer the default Contracting Officer for the Corporation which is a position required to be filled pursuant to Public Authorities Law. Mr. Babilon explained at that time that the Board could keep the position of Chief Financial Officer as a mandatory hire position, or it could make it a permissive hire and appoint someone as the Contracting officer at a later date. Mary Beth Primo then expressed some concerns regarding the reporting requirements of the Public Authorities Law and recommended that the proposed bylaws continue to require that the position of Chief Financial Officer remain a mandatory position. After a brief discussion all members agreed that Article V of the proposed bylaws should remain as drafted.

Mr. Sciscioli then made a motion to pass the proposed bylaws as amended. Ms. Primo seconded this motion. **ALL BOARD MEMBERS PRESENT THEN VOTED AND UNANIMOUSLY APPROVED A RESOLUTION APPROVING OF THE BYLAWS OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION.**

Mr. Sciscioli commented that it should be clarified that the City and County will provide support for such staff functions as the organization builds capacity to support an independent staff.

**<u>Election of Officers</u>**

Mr. Babilon explained that the next order of business is for the Board to Select Officers. He further explained that some of the positions as described on the meeting agenda are mandatory and others are permissible. Mr. Babilon then explained that the resolution concerned the position of Chair and that it is a mandatory position which must be filled.

Ms. Primo then made a motion to nominate Vito Sciscioli as Chair of the Board of Directors. Mr. Hicks seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION TO SELECT VITO SCISCIOLI AS THE CHAIR OF THE BOARD OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION.**
Mr. Babilon then explained that the next resolution for the Board's consideration is a resolution to select a Vice Chair, and that the position of Vice Chair is a mandatory position that must be filled.

Mr. Sciscioli then made a motion to nominate Mary Beth Primo as Vice Chair of the Board of Directors. Mr. Hicks seconded the motion. **ALL BOARD MEMBERS PRESENT THEN VOTED AND UNANIMOUSLY APPROVED A RESOLUTION**

**TO SELECT MARY BETH PRIMO AS THE VICE CHAIR OF THE BOARD OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION.**

Mr. Babilon then explained that the next resolution for Board's consideration is a resolution to select a Treasurer and that the position of Treasurer is a mandatory position that must be filled.

After some brief discussion Mr. Barnaba volunteered to act as the Board's treasurer. Mr. Sciscioli then made a motion to nominate Daniel Barnaba as Treasurer of the Board of Directors. Ms. Primo seconded the motion. **ALL BOARD MEMBERS PRESENT THEN VOTED AND UNANIMOUSLY APPROVED A RESOLUTION TO SELECT DANIEL BARNABA AS THE TREASURER OF THE BOARD OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION.**

Mr. Babilon then explained that the next Resolution for Board's consideration is a resolution to select an Assistant Treasurer and that this is a permissive position and that it need not be filled unless the Board so chooses. Mr. Babilon went further to explain that the selection of an Assistant Secretary also on the agenda was also a permissive and need not be filled by the Board.

Ms. Primo suggested that it would be beneficial to have an assistant Treasurer and assistant Secretary in case of the unavailability of either of those officers. Mr. Barnaba then asked if these offices could be filled at a later time to which Mr. Babilon replied that they could. Mr. Barnaba then voiced a preference to fill only those positions at this meeting that are required to be filled. Upon mutual discussion and agreement the Board agreed to consider filling only those positions that are required to be filled, and to take up the selection of officers for the permissive positions at a later date.

Mr Babilon then explained that the next Resolution for the Board's consideration is a resolution to select a Secretary and that the position of Secretary is a mandatory position that must be filled.

Mr. Hicks then volunteered his services as Secretary and Mr. Sciscioli made a motion to nominate Dwight Hicks as Secretary of the Board of Directors. Ms. Primo seconded the motion. **ALL BOARD MEMBERS PRESENT THEN VOTED AND UNANIMOUSLY APPROVED A RESOLUTION TO SELECT DWIGHT HICKS AS THE SECRETARY OF THE BOARD OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION.**

**Establish 2012 Meeting Calendar**

Mr. Babilon explained that the next resolution on the agenda for consideration was a resolution to adopt a schedule of regular meeting for the calendar fiscal year of 2012. Mr. Babilon further explained that not knowing the preference of the Board members the schedule on the resolution itself was left blank to accommodate the schedule to be adopted by the Board.

After some discussion, Daniel Barnaba suggested that the meetings be held on a monthly basis and all present members agreed. Mr. Barnaba further suggested that the regular meetings be held on the second Monday of every month. After some discussion all members agreed that the proposed meeting times would accommodate their schedules. At this time Paul Driscoll Commissioner of Neighborhood and Business Development for the City of Syracuse indicated that the second Monday of every month may be troublesome for some City personnel including himself and Andrew Maxwell, as Common Council Meetings sometimes fall on this date.

After some further discussion, the present members of the Board came to a consensus that a meeting time of the second Tuesday of every month would accommodate their schedules.

Mr. Barnaba then made a motion to amend the resolution to reflect a meeting time and date of the second Tuesday of each month at 12:00 p.m., at 333 West Washington Street, Syracuse, New York. Mr. Hicks seconded this motion. All board members present then voted and the proposed amendment was unanimously adopted.

Ms. Primo then made a motion to adopt the resolution as amended. Mr. Sciscioli seconded the motion. **ALL BOARD MEMBERS PRESENT THEN VOTED AND UNANIMOUSLY APPROVED A RESOLUTION TO ADOPT A SCHEDULE OF REGULAR MEETINGS OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION.**

## IV. Discussion

**<u>City and County support</u> – Bill Fisher & Paul Driscoll**

Mr. Fisher expressed that the spirit of collaboration that went into the launching of this organization was strong and that the County was willing to support its growth and success with in-kind services, as requested by the Board.

Mr. Driscoll expressed that the City of Syracuse is willing to provide in-kind Chief Financial Officer services in the person of Greg Streeter, Neighborhood & Business Development's CFO, who currently performs public agency reporting required of a number of City agencies. Additionally, the Department of Law may provide legal services. Mr. Babilon then clarified that the Law Department had determined that it could legally represent the Corporation until such time as a conflict were to arise between the Corporation and the City and at that time the Corporation would need to retain its own counsel. Mr. Babilon further clarified that any services provided to the Corporation by the City would require a written contract pursuant to the terms of the Intermunicipal Agreement and the Land Bank Act. Mr. Barnaba requested that Mr. Streeter attend the next Board meeting and that the terms of such contract be further discussed at that time. Councilor Kessner expressed that the Common Council would prefer the Board work out their preferred terms prior to the submittal of said contract to the Council.

At this time, Mr. Sciscioli asked Councilor Kessner, representatives of Syracuse United Neighbors (SUN), Rich Puchalski and Phil Prehn, and CenterState CEO President, Rob Simpson, to express what their expectations were of this new organization.

Mr. Puchalski stressed that vacant buildings were one of the biggest challenges faced by City neighborhoods and that getting them into responsible ownership and prioritizing home-ownership would be key to improving quality of life in Syracuse neighborhoods. Mr. Prehn pointed to the Toledo land bank and others in cities with shrinking populations that have demolished great swaths of urban neighborhoods and expressed hope that this organization would take a more surgical approach to planning for the future of Syracuse neighborhoods. He emphasized that often neighbors cannot access the owners of abandoned properties and neighbors and the City have little control over the fate and condition of these properties; he sees the land bank as a solution to those problems and hopes that it prioritizes local ownership in its disposition decisions.

Ms. Kessner, chair of the Common Council Neighborhood Preservation Committee, pointed to the hard work that was done to pass the necessary legislation locally and the Council-created advisory board that she hopes the GSPDC will engage.

Mr. Simpson stressed the value of local control over underutilized properties and the reallocation of resources, generated by increasing tax collection rates, to address this problem. Mr. Simpson suggested that further policy and legislative needs may be identified in implementing this new tool and that CenterState CEO could be relied on for assistance.

Mr. Sciscioli expressed appreciation for Center for Community Progress's involvement in advocating for the Land Bank Act and their assistance locally with planning for the capacity and operations of this new organization, acknowledging Mr. Alexander, Ms. Graziani, and Ms. Toering, in attendance.

Mr. Barnaba asked who would be providing day-to-day staff support and Ms. Wright expressed her availability to facilitate communication among the Board and handle administrative tasks.

**Guiding Documents – Katelyn Wright**

Ms. Wright indicated that the Board would need to adopt *Acquisition and Disposition Policies and Procedures* to guide its future operations and real estate transactions. These will be subject only to Board approval, but their development may include input from elected bodies and community advisory groups. In addition, the Board would adopt a *Redevelopment Plan*, which also must be approved by the legislative body of the Foreclosing Governmental Units—in the City, the Common Council. Ms. Wright indicated that *Redevelopment Plan* is not defined in the Land Bank Act and may refer to a small geographic area or to an entire municipality, but that it may be a means to encourage trust and transparency between the Common Council and the GSPDC since it would be approved by both bodies.

Ms. Wright asked if the Board would prefer to create a subcommittee to draft *Acquisition and Disposition Policies and Procedures* or discuss them at their next regular meeting. Ms. Primo indicated that all Board members would likely want to be involved in the creation of a document that will guide so much of the organization's activities. Ms. Wright indicated that she would distribute a template to the Board as a starting point for discussion at the next Board of Directors' meeting and that she would further research the intent behind the Land Bank Act clauses related to *Redevelopment Plans*.

## V. Other Business

Mr. Barnaba suggested the Board should issue a press release announcing the launching of this new organization. Mr. Hicks suggested that Ms. Wright draft a press release and distribute it for approval.

Mr. Barnaba suggested that the Board should make contact with Town Supervisors and Village Mayors that may be interested in the activities of the GSPDC and what role it may play in their communities. Mr. Glazier volunteered to provide contact information for these parties. Mr. Hicks asked if a list of community organizations was available and if they might be reached out to in order to identify neighborhood challenges. Ms. Wright will obtain this information from the Mayor's office and a plan for engaging community groups can be discussed at the next Board meeting.

## VI. Adjournment

There being no further business to discuss, Mr. Barnaba motioned to adjourn the meeting. Mr. Hicks seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY AGREED TO ADJOURN THE MEETING AT 2:35 P.M.**