

# North East Community Marina Authority

## Minutes of a Special Meeting of the Board of Directors

9:00a.m., Saturday, May 25, 2024

### Mellon Heritage Veterans Outreach & Wellness Center

16 West Division Street

North East, PA 16428

A special public meeting of the Board of Directors for the North East Community Marina Authority (the Authority) was called to order at 9:00 a.m. on Saturday, May 25, 2024, by Board President Eric Urbanowicz. All five members of the Board were in attendance.

- Approval of Minutes from the May 18, 2024 meeting.

Following the “Pledge of Allegiance”, Eric Urbanowicz called for a motion to approve the minutes from the Authority’s meeting on May 18, 2024, with three minor changes. A motion was made by Tim Truitt to accept the meeting with those changes. That motion was seconded by Amy Burniston and approved by a unanimous vote.

- Public Report regarding the Board’s Executive Session at 9:00a.m., on May 19,2024.

Eric Urbanowicz explained that the executive session on Sunday, May 19<sup>th</sup> dealt with a discussion of the preliminary agreement the Board received from the Pennsylvania Fish & Boat Commission at the public meeting the previous day, as well as discussions related to potential staffing and the need for professional services such as a solicitor and accountant. He also mentioned that many of the items on the agenda for this meeting resulted from

- Communications from local, state and federal agencies.

Eric Urbanowicz mentioned again the preliminary Licensing Agreement which would allow the Authority to begin operating the Marina while negotiations on the formal transfer continued to take place. Eric discussed an initial informative meeting with representatives from the Pennsylvania Fish & Boat Commission which took place on Thursday, May 16<sup>th</sup> which was attended by himself, Board member Ed Mascharka, and Dan Adamus from the Initiative to Save the North East Marina, led by Representative Jake Banta.

Resulting from that conversation, Eric asked the Board to consider the creation of a formal Negotiating Committee. As the Board considered that request, he asked Dan Adamus, who had been serving as a liaison with the Commission as part of the initiative for the past 10 months, if he would be willing to serve on that committee, if it were to be formed, with the thought that it would be more effective in the long-term if the same people were involved in discussions between the Authority and the Commission. Dan Adamus agreed to serve on that committee, if formed.

Kara Haas made a motion that would allow the Board to create a Negotiating Committee, consisting of Eric Urbanowicz, Dan Adamus, and Ed Mascharka. The motion was seconded by Amy Burniston and was passed unanimously.

- Financial reports, including a summary of revenues, expenditures and balances for all funds for the reporting period and on a year-to-date basis. (N/A)
- Approval of bills. (N/A)
- Opening bids. (N/A)
- Staff Reports, including status of any construction projects. (N/A)
- Solicitor's report. (N/A)
- Approval/award of contracts. (N/A)
- Other old business. (N/A)

(N/A: Not Applicable at this time.)

- New business.
  - The Process to select an Authority Solicitor, Executive Director and CPA.

With no actions under the next standard agenda items and no remaining old business, Erie Urbanowicz moved to the first item under new business and discussed the need to advertise for an Authority solicitor, executive director and CPA.

Eric noted that while the Board was discussing the advertisement for these positions together for efficiency and to save time, they would each be addressed individually, as deemed timely and appropriate. The Authority's most urgent and immediate need was for a solicitor and that advertisement and selection process would take place as soon as possible

A motion was made by Ed Mascharka, seconded by Tim Truitt for the Board to adopt the preliminary draft and compiled changes as a "working" version of Authority Bylaws until such a time as he could incorporate all changes received into a final draft which would be made public and, pending legal review by a yet-to be-named Authority Solicitor, passed as the set of Bylaws formally adopted by the North East Community Marina Authority. The motion passed unanimously.

- Creation of an Authority Checking Account

A motion was made by Tim Truitt, seconded by Amy Burniston, for the Authority to create a checking account. The motion passed by a unanimous vote.

Eric Urbanowicz and Kara Hass noted that once the Authority's checking account was established, the Authority would be able to accept monies, with checks being made

out to “The North East Community Marina Authority.” Kara explained that all monies would be treated like any other payment to a government agency. She further said that upon opening a checking account, the Authority would be able to take payment in any form, to include credit and debit cards.

- Creation of a 501c3 Subsidiary

Following a brief discussion regarding the creation of a 501c3 subsidiary at this time, a motion was made by Ed Mascharka to table the creation at this time. That motion was seconded by Kara Haas and was passed by a unanimous vote. Ed Mascharka then made a motion authorizing the Authority to explore the possibilities associated with the creation of a 501c3 subsidiary and to set the wheels in motion for the Authority to create such an entity for the purpose of pursuing grants restricted to charitable organizations. The motion was seconded by Amy Burniston and was passed by a unanimous vote

- Creation of Email and Social Media Accounts for the Authority

Eric Urbanowicz explained that Treasurer Kara Hass had explored several available addresses for a web site, email addresses and social media accounts. He noted that those would not be shared at this meeting to avoid the possibility of someone taking control of those options before the Authority might be able to act, once a motion had been made, seconded and approved.

He said Kara would show only the members of the board three most favorable options currently available and in a recommended order of preference, based on availability; that would be the substance of a motion he would request from the board.

Kara Haas made a motion to secure the legal domain and subsequent email addresses, from one of the three recommended suggestions, based on the order of priority established by the Board. The motion was seconded by Ed Mascharka and was passed by a unanimous vote.

Kara Haas discussed the establishment of a social media account, with the understanding that there are accounts which already exist, primarily that which was created by the Initiative to Save the North East Marina, led by Rep. Jake Banta.

Dan Adamus, who was asked to lead the Initiative by Rep. Banta said that the Initiative would be happy to assist and cooperate with the Board.

A motion was made by Ed Mascharka for the Authority to establish social media accounts, as needed, and that the Board incorporate any and all existing social media accounts which might have been previously established by the Initiative. That motion was seconded by Kara Hass and was passed by a unanimous vote.

- Creation of Initial, Short-Term Grant Strategy for 2024

After a brief discussion the Board determined that this agenda item would be best addressed later in the agenda, as part of the discussion related to an Executive Committee.

- Potential Next Steps in the Development of a Short-Term Fundraising Strategy

After a brief discussion the Board determined that this agenda item would be best addressed later in the agenda, as part of the discussion related to an Executive Committee.

- Short Term Authorization for Executive Committee to Conduct Routine Authority Business

Eric Urbanowicz commented that the Board was seeking a way to be able to conduct routine business, without having to conduct a public meeting for simple matters, like the creation of an email address. The executive committee would have limited authority to act on behalf of the board, such as hire a interim solicitor, and then report back all actions taken by the executive committee to the board at the next meeting

He wished to propose an Executive Committee, consisting of the Chairman and Vice Chairman, to address these routine matters, with the understanding that the Executive Committee did not have the Authority to take on debt or matters which should be brought before the full Board at a public meeting.

A motion was made by Ed Mascharka to formally create an Executive Committee, comprised of the Board Chair and Vice Chair, to routinely meet and to report back to the Board, the results of any actions taken between public meetings. The motion was seconded by Amy Burniston and was passed by a unanimous vote.

Revisiting the previous agenda items related to grant and external funding strategies, Ed Mascharka made a motion that all efforts in pursuit of grant and external funding be initiated in discussion with the Executive Committee, for initial investigation and effort, before being brought before the Board. The motion was seconded by Tim Truitt and was passed by a unanimous vote

- Creation of a Volunteer Committee

Eric Urbanowicz said he wanted to acknowledge all those who had generously expressed an interest in helping to volunteer in helping to get the Marina up and running, when the time was appropriate.

He asked the Board to consider the creation of a Volunteer Committee co-chaired by Amy Burniston and Tim Truitt to assist in the future, with the identification and assignment of any appropriate tasks at the Marina. The committee was then created by a motion made by Ed Mascharka, seconded by Tim Truitt and passed by a unanimous vote of the Board.

- Public comment.

The board then listened to comments and answered questions from those in attendance. Questions ranged from strategic planning and community input, to continued discussion on the possibility that current slip owners could pay for their 2024 slip, with the knowledge that the docks may not go into the basin this year and those payments would become donations to offset start-up expenses for the Authority. There were also discussions regarding what might be possible in the next 30 days and the status of boats currently on-site at the Marina. Eric Urbanowicz said the Board was working diligently to be as prepared as possible for any next steps, as soon as they might be possible.

- Next meeting Time & Date

Eric Urbanowicz noted that the Board would like to establish a standard day and time for its monthly meetings, suggesting **the third Saturday** of each month, at 9:00 a.m.; the next meeting of the Board would be Saturday, June 15, 2024, at 9:00 a.m. A motion was made by Ed Mascharka for the Board to conduct its regular monthly meetings on the third Saturday of each month at 9:00 a.m. The motion was seconded by Tim Truitt and was passed by a unanimous vote.

- Adjournment.

Prior to adjournment, Eric Urbanowicz wanted to express the Board's appreciation to Mr. Ricard Mellon and the Mellon Heritage Foundation for the use of the Mellon Veterans Outreach Center for the use of the Ridge Building as a location for the Authority's Board Meetings. He also expressed appreciation to everyone in attendance for their interest, their thoughts and comments, as the Authority begins to take its first steps.

Tim Truitt said he wanted everyone to know that this was a complex situation with a number of moving parts but the Board was doing everything in its power to be prepared for any potential next steps as soon as they might be possible.

Kara Haas thanked those in attendance for their patience as the administrative matters in the meeting's agenda were addressed. She noted that the agenda for this meeting was unique; while things like a bank account and web address were simplistic, they are also very important to a new organization.

A motion was made for adjournment by Ed Mascharka. The motion was seconded by Tim Truitt and passed by a unanimous vote. The meeting was formally adjourned at 10:14. a.m.

Filed with the Secretary and Solicitor of this Authority on this \_\_\_\_ day of \_\_\_\_, 2024

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Ed Mascharka  
Secretary  
North East Community Marina Authority