



Choose Columbia

Columbia Economic Development Corporation

DRAFT

MINUTES COLUMBIA ECONOMIC DEVELOPMENT CORPORATION

Tuesday, September 29, 2015

4303 Route 9

Hudson, NY 12534

A regularly scheduled meeting of the Columbia Economic Development Corporation (CEDC) Board of Trustees was held at their offices located at 4303 Route 9, Hudson, NY 12534 on September 29, 2015. The meeting was called to order at 8:40AM by Tony Jones, President.

Attendee Name	Title	Status	Arrived
Mary Bartolotta	Board Member	Present	
Michael Benson	Board Member	Present	
Rick Bianchi	Board Member	Excused	
Jim Champion	Board Member	Present	
Paul Colarusso	Board Member	Excused	
David Fingar	Vice President	Present	
Greg Fingar	Board Member	Excused	
Tony Jones	President	Present	
Kim Keil	Board Member	Present	
John Porreca	Board Member	Excused	
Robert Sherwood	Treasurer	Present	
Colin Stair	Board Member	Present	
Sarah Sterling	Secretary	Present	
Scott Wood	Board member	Present	
Andy Howard	CEDC Attorney	Present	
F. Michael Tucker	Interim Executive Director	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Martha Lane	Business Development Specialist	Present	
Erin McNary	Bookkeeper	Present	
Ed Stiffler	Economic Developer	Present	9:40
Carol Wilber	Marketing Director	Present	
Katie Kocijanski	Reporter, Register Star	Present	

Minutes:

Ms. Bartolotta made a motion seconded by Mr. Stair, to approve the minutes from August 25, 2015. Carried.

County Contract Update:

Mr. Jones stated that he and F. Michael Tucker, Interim Executive Director, had attended the County Economic Development Committee on September 21st and the discussion had centered on the steps to get the funding restored to CEDC. He noted the Committee had taken a roll call vote which had approved restoring the funding to CEDC with the following conditions: CEDC would work with the County on a strategic plan to be completed in a timely manner; Mr. Tucker would continue to work for CEDC under an extended contract and lastly the \$114,000 paid by the County for the former Ribley property be repaid to the County. He stated the Economic Development Committee planned on holding a special meeting, where it would be recommended to the Full Board of Supervisors, on October 14th, the contract be approved and the funding be restored. Mr. Jones stated the CEDC full board meeting may be moved to October 20th in order to continue the momentum.

Mr. Tucker stated he was tentatively scheduling a CEDC Members meeting for the 1st or 2nd week in November. The corporate members would be presented the amended bylaws and review them for adoption. Mr. Jones stated the Board would be kept informed.

Treasurer's Report:

Mr. Tucker stated he would work with Ms. McNary to create a consolidated report for the Board to review. He noted there were no significant changes on the balance sheet, noting the \$40,000 per month decrease since the loss of County funding. He noted at the Economic Development Committee meeting, the impact of the NYS tax cap could mean reduction in funding of ancillary organizations in 2017. He stated CEDC would need to shift their funding sources to grants and other options. Mr. Wood asked if the 2015 County contribution would be received in the 4th quarter. Mr. Tucker stated it would. *Ms. Bartolotta, seconded by Ms. Keil, made a motion to approve the Treasurer's report. Carried.*

Budget 2016:

Mr. Tucker handed out the draft 2016 budget. He stated he had taken the 2015 budget, raised the IDA contribution to \$36,000 from the current year's \$12,500. He stated he had included \$50,000 of fundraising. He stated he had been contacted by several business people interested in becoming members of CEDC. He stated personnel had been increased 2%. He stated he had increased his contract through June and added a fulltime Executive Director beginning in June, allowing an overlap.

Mr. Tucker stated he had also added \$25,000 in new initiatives, with the result of a net loss of \$75,000. He stated the new Executive Director would need to find ways to finance their position. He stated the budget was based upon the assumption of full county funding for 2016. Mr. Tucker stated the Board could review the budget and vote at their next meeting, noting the budget was required to be entered into the PARIS system by October 31st. Mr. Stair asked if it could be adopted immediately. *Mr. Stair made a motion, seconded by Mr. Benson to adopt the proposed 2016 budget. Carried.*

Interim Director Report:

Mr. Tucker and Mr. D. Fingar had attended the investors meeting for the URI. He reminded the Board that he had distributed the investors report to the Board and would circulate the plan when it was available. He stated the Town Hall meeting at Columbia Greene had been well attended and the regional plan would be submitted on Thursday. He stated the Governor's progress report was online. Mr. Tucker stated he was working with staff on the budgets and was meeting with potential projects and loans. He stated a written report would be distributed to the board.



Choose Columbia

Columbia Economic Development Corporation

Executive Committee Report:

Mr. Jones stated the Executive Committee had held its first meeting the previous Wednesday. The Committee had set regular meetings' dates as the Wednesday prior to the full board meeting. The committee had recommended the Board approve the draft charter distributed with the meeting packet. *Mr. Sherwood made a motion, seconded by Mr. Benson to approve the Executive Committee charter. Carried.*

Governance and Nomination Committee Report:

Mr. Jones asked Committee Chair Wood to introduce the bylaws review and request for approval. Mr. Wood informed the board that there had been no substantive changes since the last version. Mr. Tucker stated the County Economic Development Committee had reviewed the document and had been pleased with the results. Mr. Howard outlined the major points which included a 17 member board not including the non-voting ex-officio board members. He stated the annual meeting would be held in the first 6 months of the calendar year and would include a full report including audited financials to the members as well as the Board of Supervisors.

Committees had been outlined and the Governance and Nomination Committee would be vetting and recommending candidates for the vacancies. Mr. Tucker stated under the amended bylaws the Chairman of the Board of Supervisors would have a representative in an ex officio capacity. Mr. Jones pointed out that ex officio's will not count towards a quorum. *Mr. Campion made a motion, seconded by Ms. Keil, to approve the bylaws. Carried. Ms. Bartolotta made a motion seconded by Ms. Sterling, to approve the Governance and Nomination Committee Charter. Carried.*

Policy and Procedures Review:

Mr. Tucker distributed copies of the Authority Budget Office recommended conflict of interest policy and code of ethics for the Board to review. He stated the policies will be brought to the Governance and Nomination Committee and then to the Board for adoption. He stated he would be distributing the procurement policy in November. He stated by the end of the year he anticipated all policies would be in place.

Loan Committee Report:

Mr. Sherwood stated the Committee had approved past minutes, but due to limited time, hadn't reviewed the loan committee charter. He stated the committee had reviewed the portfolio delinquencies and possible actions, noting overall the portfolio was in good shape. He stated the committee had reviewed one loan modification and a loan request from Olde Hudson. He asked Ms. Lane to present the loan to the Board.

Ms. Lane stated the loan request was from Olde Hudson, who would be moving from their current location at 421 Warren Street to a new rehabilitated space located at 449 Warren Street. She stated

the businesses would be given 2 loans, one originating from SBA funds in the amount of \$35,000, and the other originating from CEDC loan funds in the amount of \$40,000. Both loans would be used for equipment, materials and expenses related to the build-out of the new space. The interest rate would be 7.75% for both loans and the terms would be 72 months. *Mr. D. Fingar made a motion, seconded by Ms. Bartolotta to approve the SBA loan in the amount of \$35,000 at a rate of 7.75% and a term of 72 months. Carried, with one vote in opposition. Ms. Bartolotta made a motion, seconded by Mr. Stair to approve the CEDC loan in the amount of \$40,000 at a rate of 7.75% and a term of 72 months. Carried, with one vote in opposition and Mr. Wood abstaining.*

Mr. Tucker stated a review of the Loan Status report showed 26 loans, 4 with delinquent payments. He noted collection efforts have been successful, with payments coming in. He stated Mr. Howard would be putting together a written memo on Greenport Crossings. Mr. Howard stated he anticipates the Local Ocean grant/loan would be written off at year's end.

Ms. Lane presented a request for a loan modification from Eric Marrison Corp. She stated the recommendation of the Loan Committee was to move the 4 past due payments to the back end of the loan. The guarantor would be responsible for making 6 months of interest only payments beginning in October and will pay the past due interest. The loan will be re-amortized reflecting the changes. *Mr. D. Fingar made a motion seconded by Mr. Wood to approve a modification of the loan to Eric Marrison Corp. consisting of adding the 4 past due payments (principal only) to the back end of the loan. The guarantor will make 6 months of interest only payments beginning in October and will pay the past due interest, additionally the loan will be re-amortized. Carried. Mr. Sherwood recused himself from the vote due to the client being a bank customer.*

Audit and Finance Committee:

Mr. Jones stated the committee had a lack of members and asked those interested in serving to contact Mr. Tucker. He noted if there were no volunteers, members would be chosen.

Commerce Park Deed Restriction Approval:

Mr. Tucker stated that the parcel being sold to BioCam had been found to be subject to a deed restriction dating from 1993. The restriction states the design of the building required the Executive Committee of CEDC to approve the design and recommend approval to the full board. Mr. Stiffler presented a site plan and elevations on the site. Mr. Tucker noted that CEDC was also required to approve any changes at the Park to the existing buildings within the existing town guidelines. *Ms. Sterling made a motion, seconded by Mr. Stair to approve the site plan and project as presented. Carried.*

Commerce Park Land Offer:

Mr. Stiffler stated an offer had been received on the former Calcagno lot, now owned by CEDC. He had anticipated receiving information from Paul Harpis in time for the board meeting, but had not yet received the information. He stated Mr. Harpis was aware of the requirement to build within 2 years or face a penalty. He stated the price was \$50,000 for the 5 acre parcel which contained approximately 3.5 buildable acres with the remaining consisting of Army Corp wetlands. The parcel was able to connect to water and sewer. Mr. Stiffler stated the other parcel Mr. Harpis was interested in was \$30,000 - \$35,000 and had 1.3 acres, containing little level ground and two entrances.

Confidential Board Evaluation:

Mr. Jones reminded the Board to complete the confidential board evaluation and return them to Mrs. Drahushuk, noting this was a requirement of the ABO. He reminded the Board the evaluations



Choose Columbia

Columbia Economic Development Corporation

should reflect 2014. He asked Mrs. Drahushuk to update him on the status of receiving the evaluations.

Mr. Jones asked for a motion to enter Executive Session under Article 7 Section 105(f) of the NYS Public Officers Law. *Mr. Sherwood made the motion, seconded by Ms. Sterling. Carried. Executive Session was entered into at 9:50am. Ms. Keil made a motion to exit Executive Session, seconded by Mr. Sherwood. Carried. Executive Session ended at 10:17am.*

With no further business to discuss, a motion was made by Ms. Bartolotta, seconded by Ms. Keil. Carried. The meeting was adjourned at 10:18am.

Respectfully submitted by Lisa Drahushuk