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Columbia Economic Development Corporation

COLUMBIA ECONOMIC DEVELOPMENT CORPORATION

NOTICE OF MEETING

Please take notice that there will be a meeting of the Columbia Economic Development Corporation Governance and Nominating Committee held on June 19, 2018 at 8:30am, at 4303 Route 9, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to the Committee for consideration.

Dated: June 12, 2018

Sarah Sterling

Secretary

Columbia Economic Development Corporation

CEDC Governance and Nominating Committee Agenda

Chairman:

Jim Campion

Members:

David Fingar

Tony Jones

James Lapenn

Michael Polemis

Gary Spielmann

Sarah Sterling

1. Minutes from January 24, 2018 meeting*
2. Loan Committee Alternates
3. CEDC Board Candidate Interview*
4. Other Business
5. Public Comment

Attachments:

Draft January 24, 2017 Minutes

- * Requires Approval



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MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, January 24, 2018
4303 Route 9
Hudson, New York

A regularly scheduled meeting of Columbia Economic Development Corporation’s (CEDC) Governance Committee was held at their offices located at 4303 Route 9, Hudson, NY 12534 on January 24, 2018. The meeting was called to order at 8:30am by James Campion, Chairman.

Attendee Name	Title	Status	Arrived/Departed
James Campion	Committee Chair	Present	
David Fingar	Committee Member	Present	Departed 9:15am
Tony Jones	Committee Member	Present	
James Lapenn	Committee Member	Excused	
Michael Polemis	Committee Member	Excused	
Gary Spielmann	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Present	
Brandon Dory	Project Manager	Excused	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Martha Lane	Business Development Specialist	Present	
Ed Stiffler	Economic Developer	Excused	
Carol Wilber	Marketing Director	Present	Arrived 8:40am

Minutes:

Ms. Sterling made a motion, seconded by Mr. Fingar to approve the minutes from November 8, 2017. Carried.

Corporate Officers:

Mr. Tucker reminded the Committee that the by-laws required Officers and the President/CEO be elected annually. The Committee proposed the following slate of officers to serve for the 2018 term.



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Chair – Tony Jones
Vice-Chair – David Fingar
Treasurer – Richard Bianchi
Secretary – Sarah Sterling
CEO/President - F. Michael Tucker

Ms. Sterling made a motion, seconded by Mr. Spielmann to recommend the previously outlined slate to the CEDC board for approval at the January 30, 2018 meeting. Carried.

Committee Chairs/Members:

Mr. Jones reminded the Committee the Board had voted to change the status of the Workforce and Education Committee from ad hoc to a standing committee. He noted the Workforce and Education Committee as well as the Loan Committee lacked Chairs. He stated the Loan Committee continued to have difficulty obtaining quorums for meetings, noting the by-laws provided for appointment of Committee members from outside the Board of Directors.

Mr. Tucker informed the Committee that Chairman of the Board of Supervisors had appointed Supervisor John Reilly from Gallatin as the Board of Supervisors ex-officio representative. To date, the Board of Supervisors had not yet appointed a new member to the IDA Board to replace James Mackerer.

The Committee discussed options for the Loan Committee, deciding upon a committee of five members with two alternates. The alternates would vote if there was not a quorum of the Committee or if there was a conflict with one of the members. Mr. Howard was asked to draft proposed changes to the by-laws for further consideration. *Mr. Fingar made a motion, seconded by Ms. Sterling to recommend Mr. Bianchi, Mr. Jones, Mr. Lee, Mr. Sherwood and Mr. Stair as the slate of Loan Committee members. Carried.* Mr. Howard noted the change to the by-laws would need to be approved by the Corporation membership at the April Annual meeting. Mr. Tucker also suggested that a change to the by-laws be considered that would allow loan requests be presented directly to the CEDC Board if the Loan Committee was unable to meet to discuss the request.

The Committee recommended the following slate of the Workforce and Education Committee member to the CEDC Board: Ms. Adams, Mr. Bartolotta, Mr. Calvin, Ms. Finnegan, Ms. Fritsch, Mr. Jones, Mr. Lee, Mr. Lapenn, Mr. Polemis and Dr. Suttmeier.



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By-Law Changes:

The Committee reviewed the by-laws and proposed the following changes:

Page 2, Article II, Section 1, Sentence 2: Delete “the Board of Directors of this”

Page 5, Article III, Section 2 (iv): Clarify that the term starts with the election by the Corporate members at the Annual Meeting in April.

Page 6, Article III, Section 2 (e): The Committee reviewed and this will remain as currently stated.

Page 8, Article III, Section 12 (a): Clarify to state “A majority of the *voting members of the* Board of Directors shall constitute a quorum...”

Page 8, Article III, Section 13: Clarify by inserting “*voting*” where appropriate in order to differentiate ex officio Board Members from voting Board Members.

Page 9, Article III, Section 15: Discussed, no changes suggested.

Page 12, Article IV, Section 1 (b): Add (v) Workforce Development and Education Committee.

The changes would be drafted by Mr. Howard and presented to the CEDC Board for review, at the January 30, 2018 meeting.

Other Business:

Mr. Tucker asked the Committee to consider allowing him to sign checks up to and including \$5,000. He reminded the Committee he was currently able to execute checks in the amount of \$2,500. He noted this would eliminate Board members having to travel to the office to sign checks. He noted the buckslips would still require board initials. *Mr. Spielmann made a motion, seconded by Mr. Fingar to recommend the change be approved by the full board at the next meeting. Carried.*

With no further business to come before the committee and no public present, Mr. Campion called for a motion to adjourn the meeting. *A motion was made by Ms. Sterling, seconded by Mr. Spielmann to adjourn the meeting. Carried. The meeting adjourned at 9:20am.*

Respectfully submitted by Lisa Draushuk



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Meeting Notes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, February 21, 2018
4303 Route 9
Hudson, New York

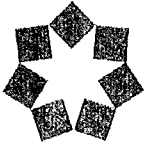
A regularly scheduled meeting of Columbia Economic Development Corporation’s (CEDC) Governance Committee was held at their offices located at 4303 Route 9, Hudson, NY 12534 on February 21, 2018. No quorum was obtained for this meeting.

Attendee Name	Title	Status	Arrived/Departed
James Champion	Committee Chair	Present	
David Fingar	Committee Member	Excused	
Tony Jones	Committee Member	Present	
James Lapenn	Committee Member	Excused	
Michael Polemis	Committee Member	Excused	
Gary Spielmann	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Excused	
Brandon Dory	Project Manager	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Martha Lane	Business Development Specialist	Present	
Ed Stiffler	Economic Developer	Present	
Carol Wilber	Marketing Director	Present	

With no quorum, the attending Committee members agreed to discuss the agenda items and move forward to the full board what items were necessary to the annual meeting.

By-Law Changes:

Mr. Jones suggested that the attending Committee members review the proposed by-law changes in order to move them to the full board. Mr. Tucker stated since the last meeting an additional question had arisen regarding the Loan Committee portion of the by-laws. He pointed out to the Committee that the current by-laws stated in Article IV Section 1 c ii “The members of the Loan Committee may include residents of Columbia County”. He asked the Committee if the phrase “resident of Columbia County” should be removed from the section to avoid precluding otherwise



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qualified candidates from serving on the committee. Mr. Jones noted there were no such restriction on other committees. Mrs. Drahushuk was asked to make the suggested change in preparation for presentation to the full board meeting. Mr. Jones suggested the changes be informally recommended to the full board then passed to the members for approval at the annual meeting.

Annual Meeting Preview:

Mr. Tucker asked Ms. Wilber for an overview of the memberships and sponsorships. Ms. Wilber noted the 1st quarter memberships had been invoiced and the 2nd quarter memberships would be invoiced within a couple of weeks. Ms. Wilber stated there had been discussion about how to solicit new members at the annual meeting.

Mr. Tucker discussed the keynote speaker and stated he would reach out to Hugh Johnson this week to determine his availability for an update on the economic climate. Mr. Tucker asked the Committee to contact him with any suggestions they may have for other potential keynote speakers.

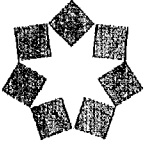
Mr. Tucker reminded the Committee that Siena College conducted an annual statewide survey of businesses. He stated 65% of the questions could be utilized for a local business survey with the remaining 35% of the questions customized to the local area. He suggested sending the survey to the members, compiling the results and presenting them at the annual meeting. He noted that Mr. Dory was listing the graphics and information used in the Patterns for Progress demographic report commissioned by HDC. Mr. Tucker discussed partnering with Greene County to join the Capital District Regional Planning Commission in 2019 to help provide more detailed reports.

Mr. Champion asked if there was a tentative agenda for the meeting. Mr. Tucker stated the format would remain nearly the same. He questioned who would recommend the board members up for election and ensure they wished to serve an additional term. Mr. Jones reviewed the names with the Committee and felt all would be willing to serve again. Mr. Jones stated the proposed slate of board members would be recommended to the full board. Mr. Tucker stated a draft program for the annual meeting would be included in the board meeting packet.

Ms. Sterling requested a list of the annual meeting attendees be distributed to the Board members prior to the meeting to allow the Board members to meet with key people. Mr. Jones agreed, noting that it could facilitate memberships and sponsorships.

Other Business:

Mr. Tucker informed the Committee that a meeting between, DOT, the Town of Greenport, the City of Hudson and the County would be held to discuss the proposed traffic circle at Rte 23 and



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9G. He stated he had a good meeting with the principals involved in the proposed bottling plant and the proposed composting facility. Lastly he noted the DRI committee would be presenting their project recommendations at the next meeting on March 1st.

The meeting adjourned at 9:17 am with no quorum obtained.

Respectfully submitted by Lisa Draushuk