

# Choose Columbia

Columbia Economic Development Corporation

## COLUMBIA ECONOMIC DEVELOPMENT CORPORATION NOTICE OF PUBLIC MEETING

Please take notice that there will be a meeting of the Columbia Economic Development Corporation Board on May 21, 2019 at 8:30am at 4303 Route 9, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to the Corporation for consideration.

Dated: May 14, 2019

Sarah Sterling, CEDC Secretary, Columbia Economic Development Corporation

### CEDC Board of Directors Agenda

#### Members:

Ruth Adams	Tish Finnegan	Robert Sherwood
Russell Bartolotta	Derek Grout	Gary Spielmann
Rick Bianchi	James Lapenn	Sarah Sterling
Jim Calvin	John Lee	Brian Stickles
Jim Champion	Carmine Pierro	Maria Lagana Suttmeier
Rick Cummings	Seth Rapport	
David Fingar	Richard Scalera	

1. Chairman's Remarks
2. Minutes, April 23, 2019\*
3. Treasurer Report\*
4. President/CEO Report
5. Membership Update
6. Committee Reports
  - a. Audit & Finance Committee
  - b. Executive Committee
  - c. Loan Committee
    1. Hudson Development Corporation\*
    2. Dirtworx
    3. Germantown Beer Farm\*
    4. Portfolio Review\*
  - d. Workforce & Education Committee
  - e. Governance & Nominating Committee
    1. President/CEO Contract\*
7. Public Comment

#### Attachments:

Draft April 23, 2019 minutes

Treasurer's Report

Loan Writeup – Hudson Development Corporation

Dirtworx

Germantown Beer Farm

Portfolio Report

Draft President/CEO Contract

\*Requires Approval



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## MINUTES COLUMBIA ECONOMIC DEVELOPMENT CORPORATION

Tuesday, April 23, 2019

4303 Route 9

Hudson, NY 12534

A regularly scheduled meeting of the Columbia Economic Development Corporation (CEDC) Board of Directors was held at 4303 Route 9, Hudson, NY 12534 on April 23, 2019. The meeting was called to order at 8:31 a.m. by David Fingar, Chair.

Attendee Name	Title	Status	Arrived/ Departed
Ruth Adams	Board Member	Excused	
Russell Bartolotta	Board Member	Excused	
Rick Bianchi	Treasurer	Excused	
Jim Calvin	Vice-Chair	Present	
Jim Champion	Board Member – Ex Officio	Present	
Rick Cummings	Board Member	Present	
David Fingar	Chair	Present	
Tish Finnegan	Board Member	Present	Arrived 8:40am
Derek Grout	Board Member	Present	
James Lapenn	Board Member	Present	
John Lee	Board Member	Present	
Carmine Pierro	Board Member – Ex Officio	Present	
Seth Rapport	Board Member	Present	
Richard Scalera	Board Member – Ex Officio	Present	
Robert Sherwood	Board Member	Excused	
Gary Spielmann	Board Member	Present	
Sarah Sterling	Secretary	Present	
Brian Stickle	Board Member	Present	
Maria Suttmeier	Board Member	Excused	
Andy Howard	CEDC Attorney	Excused	
F. Michael Tucker	President/CEO	Present	Departed 9:00am
Lisa Drahushuk	Administrative Supervisor	Present	
Kayla Duntz	CEDC Intern	Present	Arrived 8:39am
Martha Lane	Business Development Specialist	Present	
Erin McNary	Bookkeeper	Present	
Ed Stiffler	Economic Developer	Present	
Carol Wilber	Marketing Director	Present	
Stephanie Sussman	Resident	Present	
John Bradley	Resident	Present	

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**Minutes:**

*Mr. Calvin made a motion, seconded by Mr. Rapport to approve the March 26, 2019 minutes as presented. Carried.*

**Treasurer's Report:**

Mr. Tucker reviewed the balance sheet and the profit and loss. He stated he would continue to work on the appearance of the reports in order to make them easier to follow. He noted the new software had changed the reports. *Mr. Lapenn made a motion, seconded by Mr. Spielmann to approve the Treasurer's Report as presented. Carried.*

**President's Report:**

Mr. Tucker stated the April 16<sup>th</sup> Career Fair was very successful. He stated over 65 employers had reserved space with over 250 job seekers attending.

Mr. Tucker informed the Board he was pulling the HDC loan request from the agenda. He explained the request was for funds to purchase the CSX parcel which adjoined a parcel currently owned by HDC. He stated CSX had made a counter-offer to HDC, which could impact the loan request. He informed the Board that Martha Lane had been elected to the HDC Board and would be recusing herself from discussing and reviewing the loan.

Mr. Tucker noted work continued on the County's Energize NY program, noting changes to the program required a new County resolution. He reported the rail trail study was being finalized. He noted some of the adjoining landowners had expressed an unwillingness to allow the use of their property for the proposed trail. He informed the Board, Spectrum had settled with NYS which prompted the County to revive their Broadband Committee meetings. He stated he continued work with the County and the City of Hudson on housing, and had met with Tim Mattice the executive director of the Hudson Housing Authority.

Mr. Tucker reported the IDA had held their public hearing on the Drumlin Fields project and would be moving forward to the closing. He stated the business had received an Empire State Development grant and would be applying for a Community Development Block Grant. He continued work on the IRS designated Opportunity Zones which were both located in Hudson. He noted towns located contiguous to the zones could be included in the zones.

Mr. Tucker stated he is participating in the review process for the new President of Columbia Greene Community College. He had met with the Supervisors of the towns of New Lebanon and Canaan to discuss the need to repave NY Route 22. He stated he would attempt to expedite the meeting process with NYS DOT. Mr. Tucker stated he had contracted with Crawford and Associated to update a map of the former Lone Star property. He noted they had been selected due to the fact they had done the original mapping of the property.

Mr. Tucker stated Ms. Wilber continued to do a great job on the memberships and sponsorships. He handed around a sheet to the Board with a current list of the annual meeting sponsors.

**Committee Reports:**

**Audit and Finance Committee:**

**Executive Committee:**

**Governance and Nominating Committee:**

**Workforce and Education Committee:**

None of the above committees had met during the previous month.

**Loan Committee:**

**A Family Environment:**

Ms. Lane presented the request from A Family Environment, LLC for \$13,500 from each of the CEDC and the SBA loan funds. The interest rate was 7.25% on both the CEDC and SBA loans, with each loan having a 60 month term. Funds would be used for the purchase of equipment, including an enclosed trailer, asbestos



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disposal bags, suits, masks and working capital. Collateral would consist of a lien on all business assets of A Family Environment and a personal guarantee of the principal. She noted the Loan Committee had recommended the loan for approval by the full board, conditional on an accurate quote for worker's compensation insurance and appropriate licensing. Ms. Lane stated the corporation was in the midst of forming and was unable to obtain an exact quote until that was finalized, but had obtained an approximate insurance quote. She stated the business will require an asbestos handling license once it has been formed. She noted the business would act as the primary contractor on some jobs and sub-contractor on others. *Mr. Calvin made a motion, seconded by Mr. Spielmann to approve the loan as presented. Carried.*

### **Abraxas Tacos LLC:**

Ms. Lane stated the request was for 2 loans each in the amount of \$12,500, one each from CEDC and SBA. The interest rate was 7.25% on each loan with a term of 60 months. Funds would be used to purchase furniture, fixtures and equipment, with collateral consisting of a lien on all business assets and the personal guarantees of both principals. Ms. Lane stated the Loan Committee had approved recommendation of the loan to the full board with no contingencies. *Ms. Sterling made a motion, seconded by Mr. Stickles to approve the loan as presented. Carried.*

### **Portfolio Review:**

Ms. Lane stated Angello's loan was in default. The current balance outstanding was approximately \$27,000, which should be paid off once the building was sold. Ms. Lane stated the Calcagno loan was consistently late, but continued to pay monthly. *Mr. Calvin made a motion, seconded by Mr. Cummings to approve the report as presented. Carried.*

### **Public Comment:**

Stephanie Sussman asked if CEDC understood what would attract people to the county in order to reverse the population drop in the county. She suggested pursuing back office businesses in order to retain residents.

*Ms. Finnegan made a motion, seconded by Mr. Lapenn to enter executive session under Article 7 §105. Of the Open Meetings Law (f) to discuss the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. Carried.*

Executive Session was entered into at 9:12am.

*Mr. Spielmann made a motion, seconded by Mr. Lapenn to exit executive session. Carried.* Executive session was exited at 9:20am.

*With no other business to be conducted or public comments Mr. Calvin made a motion, seconded by Ms. Finnegan to adjourn the meeting. Carried.* The meeting adjourned at 9:22am.

*Respectfully submitted by Lisa Drahushuk*

**Columbia Economic Development Corp**  
**Balance Sheet Prev Year Comparison**  
As of April 30, 2019

	Apr 30, 19	Apr 30, 18	\$ Change	% Change
<b>ASSETS</b>				
<b>Current Assets</b>				
<b>Checking/Savings</b>				
1000-02 · Loan Kinderhook Ckg 648	116,252.87	80,770.54	35,482.33	43.9%
1100-07 · SBA Bank of Greene Cnty RLF #6	82,677.42	53,502.00	29,175.42	54.5%
1100-03 · SBA Bank of Greene Cnty RLF #5	107,522.83	149,300.31	-41,777.48	-28.0%
1100-02 · SBA Key-RLF #4	61,722.41	78,241.33	-16,518.92	-21.1%
1100-01 · SBA Key -RLF #3	42,747.97	42,472.08	275.89	0.7%
Checking and Savings	1,806,300.61	1,588,560.38	217,740.23	13.7%
<b>Total Checking/Savings</b>	<b>2,217,224.11</b>	<b>1,992,846.64</b>	<b>224,377.47</b>	<b>11.3%</b>
<b>Other Current Assets</b>				
Due from PFL	0.00	357.04	-357.04	-100.0%
Accounts Receivable	124,500.00	95,669.25	28,830.75	30.1%
Allowance for Bad debt SBA	-36,441.73	-34,716.73	-1,725.00	-5.0%
Other loans receivable	0.00	11,053.51	-11,053.51	-100.0%
Prepaid expense	1,764.00	0.00	1,764.00	100.0%
Loans Receivable	384,411.62	338,656.20	45,755.42	13.5%
<b>Total Other Current Assets</b>	<b>474,233.89</b>	<b>411,019.27</b>	<b>63,214.62</b>	<b>15.4%</b>
<b>Total Current Assets</b>	<b>2,691,458.00</b>	<b>2,403,865.91</b>	<b>287,592.09</b>	<b>12.0%</b>
<b>Fixed Assets</b>				
<b>Property &amp; Capitalized Assets</b>				
	9,566.51	9,801.51	-235.00	-2.4%
<b>Total Fixed Assets</b>	<b>9,566.51</b>	<b>9,801.51</b>	<b>-235.00</b>	<b>-2.4%</b>
<b>Other Assets</b>				
Allowance for Bad Debt Loans	-85,705.32	-114,417.17	28,711.85	25.1%
Comm. Pk Land Sale Recv.	28,491.69	37,182.98	-8,691.29	-23.4%
Grants Receivable	229,641.62	260,920.90	-31,279.28	-12.0%
CEDC-LF	730,243.08	633,776.78	96,466.30	15.2%
<b>Total Other Assets</b>	<b>902,671.07</b>	<b>817,463.49</b>	<b>85,207.58</b>	<b>10.4%</b>
<b>TOTAL ASSETS</b>	<b>3,603,695.58</b>	<b>3,231,130.91</b>	<b>372,564.67</b>	<b>11.5%</b>
<b>LIABILITIES &amp; EQUITY</b>				
<b>Liabilities</b>				
<b>Current Liabilities</b>				
<b>Accounts Payable</b>				
2000-01 · *Accounts Payable	19,460.55	32,671.15	-13,210.60	-40.4%
<b>Total Accounts Payable</b>	<b>19,460.55</b>	<b>32,671.15</b>	<b>-13,210.60</b>	<b>-40.4%</b>
<b>Other Current Liabilities</b>				
2000-02 · Recruitment Exp - Due to RS	75.00	9,367.50	-9,292.50	-99.2%
Accrued Expenses	11,068.74	11,041.66	27.08	0.3%
Deferred Revenue	4,735.01	5,000.00	-264.99	-5.3%
Land Deposit	3,300.00	3,300.00	0.00	0.0%
<b>Total Other Current Liabilities</b>	<b>19,178.75</b>	<b>28,709.16</b>	<b>-9,530.41</b>	<b>-33.2%</b>
<b>Total Current Liabilities</b>	<b>38,639.30</b>	<b>61,380.31</b>	<b>-22,741.01</b>	<b>-37.1%</b>
<b>Long Term Liabilities</b>				
<b>Loans Payable to SBA</b>				
	530,556.08	500,808.91	29,747.17	5.9%
Long term Deferrd Revenue	29,641.62	60,920.90	-31,279.28	-51.3%
<b>Total Long Term Liabilities</b>	<b>560,197.70</b>	<b>561,729.81</b>	<b>-1,532.11</b>	<b>-0.3%</b>

10:50 AM  
05/03/19  
Accrual Basis

**Columbia Economic Development Corp**  
**Balance Sheet Prev Year Comparison**  
As of April 30, 2019

	<u>Apr 30, 19</u>	<u>Apr 30, 18</u>	<u>\$ Change</u>	<u>% Change</u>
Total Liabilities	598,837.00	623,110.12	-24,273.12	-3.9%
Equity				
Invested in Capital Assets	9,926.51	9,801.51	125.00	1.3%
Net assets Restricted	292,231.89	301,237.13	-9,005.24	-3.0%
Unrestricted Net Position	2,691,647.87	2,290,877.02	400,770.85	17.5%
Net Income	11,052.31	6,105.13	4,947.18	81.0%
Total Equity	<u>3,004,858.58</u>	<u>2,608,020.79</u>	<u>396,837.79</u>	<u>15.2%</u>
TOTAL LIABILITIES & EQUITY	<u><u>3,603,695.58</u></u>	<u><u>3,231,130.91</u></u>	<u><u>372,564.67</u></u>	<u><u>11.5%</u></u>

10:54 AM  
 05/03/19  
 Accrual Basis

**Columbia Economic Development Corp**  
**Profit & Loss Budget vs. Actual**  
**January through April 2019**

	Jan - Apr 19	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
<b>Fee Income</b>	25.00			
<b>Administrative Revenue</b>	11,333.34	11,666.64	-333.30	97.1%
<b>Columbia County</b>	153,333.33	153,333.33	0.00	100.0%
<b>Grant Income</b>	7,801.92	13,777.62	-5,975.70	56.6%
<b>Loan Income</b>	6,205.95	5,417.68	788.27	114.5%
<b>Membership/Sponsorship</b>	51,308.56	60,000.00	-8,691.44	85.5%
<b>Other Income</b>	7,341.87	5,196.21	2,145.66	141.3%
<b>SBA Microloan T/A</b>	31,666.67	31,666.67	0.00	100.0%
<b>Total Income</b>	269,016.64	281,058.15	-12,041.51	95.7%
<b>Expense</b>				
<b>Conferences and Training</b>	3,485.00	1,590.50	1,894.50	219.1%
<b>Consulting -TSI</b>	42,668.00	42,668.00	0.00	100.0%
<b>Consulting Fees</b>	13,458.53	10,833.36	2,625.17	124.2%
<b>Direct Program Expenses</b>	3,565.34	17,727.30	-14,161.96	20.1%
<b>Facility</b>	11,093.24	11,093.24	0.00	100.0%
<b>Insurance</b>	2,832.65	3,750.00	-917.35	75.5%
<b>Interest Expense</b>	112.13			
<b>MicroBiz Expenses</b>	10,545.13	4,766.68	5,778.45	221.2%
<b>New Initiatives</b>	16,433.80	25,000.00	-8,566.20	65.7%
<b>Office Expense</b>				
5060-01 · Comp./Equip & Leasing & Maint.	6,850.65	5,000.00	1,850.65	137.0%
5060-02 · Telephone & Fax	1,821.49	1,333.36	488.13	136.6%
5060-03 · Internet	469.40	666.68	-197.28	70.4%
5060-04 · Office Supplies & Printing	2,323.57	1,666.64	656.93	139.4%
5060-05 · Dues & Subscriptions	4,335.50	4,820.00	-484.50	89.9%
5060-06 · Postage	300.00	166.64	133.36	180.0%
5060-07 · Misc. Office Expenses	1,985.35	1,833.36	151.99	108.3%
5060-08 · Web Site	1,020.64	1,666.64	-646.00	61.2%
<b>Total Office Expense</b>	19,106.60	17,153.32	1,953.28	111.4%
<b>Other expense and activities</b>	23.00			
<b>Other Expenses</b>	1,380.05	1,666.64	-286.59	82.8%
<b>Employer Expenses</b>	118,112.79	134,333.48	-16,220.69	87.9%
<b>Professional Fees</b>	19,487.90	24,342.45	-4,854.55	80.1%
<b>Public Relations/Marketing</b>	9,564.06	9,287.92	276.14	103.0%
<b>Total Expense</b>	271,868.22	304,212.89	-32,344.67	89.4%
<b>Net Ordinary Income</b>	-2,851.58	-23,154.74	20,303.16	12.3%
<b>Other Income/Expense</b>				
<b>Other Income</b>				
<b>Interest Income</b>	13,903.89	10,834.00	3,069.89	128.3%
<b>Total Other Income</b>	13,903.89	10,834.00	3,069.89	128.3%
<b>Net Other Income</b>	13,903.89	10,834.00	3,069.89	128.3%
<b>Net Income</b>	11,052.31	-12,320.74	23,373.05	-89.7%

**Profit & Loss by Class**  
January through April 2019

	SBA RLF-06	SBA RLF-05	SBA RLF-04	SBA RLF-03	1 Operating	2 Loan Fund	Total 3 CDBG Fund	Total 4 SBA	TOTAL
<b>Ordinary Income/Expense</b>									
<b>Income</b>									
Fee Income	0.00	0.00	0.00	0.00	0.00	25.00	0.00	0.00	25.00
Administrative Revenue	0.00	0.00	0.00	0.00	11,333.34	0.00	0.00	0.00	11,333.34
Columbia County	0.00	0.00	0.00	0.00	153,333.33	0.00	0.00	0.00	153,333.33
Grant Income	0.00	0.00	0.00	0.00	0.00	2,600.64	5,201.28	0.00	7,801.92
Loan Income	843.89	892.19	539.03	373.57	0.00	3,557.27	0.00	0.00	6,205.95
Membership/Sponsorship	0.00	0.00	0.00	0.00	51,308.56	0.00	0.00	0.00	51,308.56
Other Income	273.79	206.66	20.20	6.04	3,391.00	25.00	3,246.31	172.87	7,341.87
SBA Microloan T/A	0.00	0.00	0.00	0.00	31,666.67	0.00	0.00	0.00	31,666.67
<b>Total Income</b>	<b>1,117.68</b>	<b>1,098.85</b>	<b>559.23</b>	<b>379.61</b>	<b>251,032.90</b>	<b>6,207.91</b>	<b>8,447.59</b>	<b>172.87</b>	<b>269,016.64</b>
<b>Expense</b>									
Conferences and Training	0.00	0.00	0.00	0.00	3,485.00	0.00	0.00	0.00	3,485.00
Consulting -T/SI	0.00	0.00	0.00	0.00	42,668.00	0.00	0.00	0.00	42,668.00
Consulting Fees	0.00	0.00	0.00	0.00	13,458.53	0.00	0.00	0.00	13,458.53
Direct Program Expenses	0.00	0.00	0.00	0.00	3,565.34	0.00	0.00	0.00	3,565.34
Facility	0.00	0.00	0.00	0.00	11,093.24	0.00	0.00	0.00	11,093.24
Insurance	0.00	0.00	0.00	0.00	2,832.65	0.00	0.00	0.00	2,832.65
Interest Expense	0.00	0.00	112.13	0.00	0.00	0.00	0.00	0.00	112.13
MicroBiz Expenses	0.00	0.00	0.00	0.00	10,545.13	0.00	0.00	0.00	10,545.13
New Initiatives	0.00	0.00	0.00	0.00	16,433.80	0.00	0.00	0.00	16,433.80
Office Expense	0.00	0.00	0.00	0.00	19,106.60	0.00	0.00	0.00	19,106.60
Other expense and activities	23.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23.00
Other Expenses	0.00	0.00	0.00	0.00	1,380.05	0.00	0.00	0.00	1,380.05
Employer Expenses	0.00	0.00	0.00	0.00	118,112.79	0.00	0.00	0.00	118,112.79
Professional Fees	0.00	0.00	0.00	0.00	19,487.90	0.00	0.00	0.00	19,487.90
Public Relations/Marketing	0.00	0.00	0.00	0.00	9,564.06	0.00	0.00	0.00	9,564.06
<b>Total Expense</b>	<b>23.00</b>	<b>0.00</b>	<b>112.13</b>	<b>0.00</b>	<b>271,733.09</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>271,868.22</b>
<b>Net Ordinary Income</b>	<b>1,094.68</b>	<b>1,098.85</b>	<b>447.10</b>	<b>379.61</b>	<b>-20,700.19</b>	<b>6,207.91</b>	<b>8,447.59</b>	<b>172.87</b>	<b>-2,851.58</b>
<b>Other Income/Expense</b>									
Other Income									
Interest Income	1,904.45	2,295.96	788.13	643.11	0.00	8,272.24	0.00	0.00	13,903.89
<b>Total Other Income</b>	<b>1,904.45</b>	<b>2,295.96</b>	<b>788.13</b>	<b>643.11</b>	<b>0.00</b>	<b>8,272.24</b>	<b>0.00</b>	<b>0.00</b>	<b>13,903.89</b>
<b>Net Other Income</b>	<b>1,904.45</b>	<b>2,295.96</b>	<b>788.13</b>	<b>643.11</b>	<b>0.00</b>	<b>8,272.24</b>	<b>0.00</b>	<b>0.00</b>	<b>13,903.89</b>
<b>Net Income</b>	<b>2,999.13</b>	<b>3,394.81</b>	<b>1,235.23</b>	<b>1,022.72</b>	<b>-20,700.19</b>	<b>14,480.15</b>	<b>8,447.59</b>	<b>172.87</b>	<b>11,052.31</b>



Loan, Current Outstanding Loan Portfolio & Reserve Account Balances - April 30, 2019

CEDC Loan Fund	Bank Relationship	TYPE	Available to lend	Total Available
	Kinderhook Bank	SV	-	
	Kinderhook Bank	SV	-	
	Kinderhook Bank	CK	116,253.00	116,253.00
	Kinderhook Bank	CK	-	
CEDC Loan Fund (Small Cities)	Kinderhook Bank	SV	848,476.00	1,063,107.00
<b>SBA Micro Loan Fund</b>				
	Key Bank	RLF3	42,748.00	
	Key Bank	RLF4	61,722.00	
	Bank of Greene County	RLF5	107,523.00	
	Bank of Greene County	RLF6	82,677.00	294,670.00
	SBA - Available Funds		-	294,670.00
				1,357,777.00
<b>Reserve Accounts</b>				
CEDC Loan Fund			85,705.00	
SBA Loan Funds			36,442.00	122,147.00
<b>SBA Loan Funds</b>				
	Key Bank	LLR 3	21,071.00	
	Key Bank	LLR 4	13,039.00	
	Bank of Greene County	LLR 5	39,765.00	
	Bank of Greene County	LLR 6	45,358.00	119,233.00
				241,380.00
<b>Water Tower Reserve</b>				
			71,817.00	71,817.00
				313,197.00

Current CEDC Outstanding Loan Balances	690,387.00
Current SBA Loan Portfolio Balance	424,267.00
<b>Total CEDC &amp; SBA Outstanding Loan Balances</b>	<b>1,114,654.00</b>

Trial Balance Report for SBA Loan Fund for the Period 01/01/2019 - 04/30/2019

By Funding Source  
(All transactions)

05/03/2019 12:45 PM

LoanID	Borrower	Close Date	Term	Rate	Loan Amount	Principal Balance	Cumulative Pmts			Latest Pmts			Periods Paid		
							Principal	Interest	Escrow	Amount	Date	ONE	TWO	THREE	
<b>Fund: SBA Loan Fund, Subfund: SBA RLF-03</b>															
1240-24a	D'Arcy Smith DBA ...	09/28/2017	36 mo	7.000	2,000.00	989.54	221.77	25.23		61.75	04/25/2019				
1240-13a	East Chatham Food...	08/04/2016	60 mo	7.250	20,000.00		11,231.51	67.86		11,299.37	02/11/2019				
1240-19a	EZ Foods of North...	08/31/2016	36 mo	7.250	9,000.00	2,751.08	176.49	103.51		280.00	04/05/2019				
1240-08a	J.E.M. Woodworkin...	06/01/2015	72 mo	7.500	25,000.00	10,343.37	1,447.72	281.28		432.25	04/10/2019				
1240-20a	State 11 Distille...	02/24/2017	72 mo	7.250	25,000.00	16,868.16	1,607.35	538.80		429.23	04/11/2019				
SBA Loan Fund - SBA RLF-03: 5 loans															
						81,000.00	14,684.84	1,016.68		12,502.60					
<b>Fund: SBA Loan Fund, Subfund: SBA RLF-04</b>															
1245-22a	A Green Beauty	10/18/2017	36 mo	7.250	5,000.00	2,644.72	673.40	101.40		154.96	04/25/2019				
1245-21a	Brown's Car Sales...	09/08/2017	60 mo	7.000	12,500.00	9,196.47	764.34	225.76		247.57	04/01/2019				
1245-05a	Dylson, Inc.	07/30/2013	72 mo	6.000	20,500.00	1,350.87	1,307.25	51.71		339.74	04/25/2019				
1245-23a	Hudson-Athens Ret...	09/13/2017	72 mo	6.000	25,000.00	19,204.33	1,300.63	356.65		414.32	04/22/2019				
1245-24a	Hudson Clothier	05/17/2018	72 mo	6.500	25,000.00	22,081.22	892.24	368.51		420.25	03/21/2019				
1245-18a	Nick Jennings LLC	04/13/2017	60 mo	7.000	5,000.00	3,206.35	316.60	79.44		99.01	04/22/2019				
1245-11a	Parr Inabar Corp	04/23/2013	72 mo	7.000	15,000.00		969.42	14.00		216.20	04/23/2019				
1245-12a	Ronnybrook Farm D...	02/06/2014	72 mo	7.500	25,000.00	4,177.79	1,599.49	129.51		432.25	04/22/2019				
SBA Loan Fund - SBA RLF-04: 8 loans															
						133,000.00	61,861.75	1,326.98		2,324.30					
<b>Fund: SBA Loan Fund, Subfund: SBA RLF-05</b>															
1250-25a	ACW Millwork & Ca...	06/20/2018	72 mo	7.000	25,000.00	22,099.90	1,192.99	511.93		426.23	04/25/2019				
1250-01a	Basilica Industr...	04/13/2016	60 mo	7.000	35,000.00	15,479.24	2,376.22	395.94		693.04	04/25/2019				
1250-02a	Black Forest Flam...	05/27/2014	60 mo	7.500	23,000.00	913.38	1,348.58	34.03		460.87	03/21/2019				
1250-26a	Germanown Laundr...	09/14/2018	72 mo	7.000	25,000.00	23,292.41	861.24	417.69		426.31	03/14/2019				
1250-27a	G.G. & G. Flower ...	10/10/2018	60 mo	7.000	15,000.00	13,707.41	872.33	315.75		297.02	04/11/2019				
1250-03a	Jim's Small Engin...	04/08/2015	60 mo	7.750	10,000.00	3,447.13	674.38	141.98		201.57	04/25/2019				
1250-24a	Oak Pizzeria Napo...	05/11/2016	60 mo	7.250	25,000.00	11,084.20	1,708.46	283.46		497.98	04/25/2019				
1250-07a	Olde Hudson, LLC	12/02/2015	72 mo	7.750	35,000.00	17,554.44	1,964.36	473.24		609.40	04/25/2019				
1250-10a	Talbot, Arding &...	03/30/2016	72 mo	7.250	25,000.00	13,827.31	1,043.16	243.36		428.84	03/22/2019				
1250-12a	Verdigris Tea, LLC	09/09/2015	72 mo	7.750	30,000.00	13,761.01	1,718.59	370.77		522.34	04/11/2019				
SBA Loan Fund - SBA RLF-05: 10 loans															
						248,000.00	135,166.43	3,138.15		4,563.60					
<b>Fund: SBA Loan Fund, Subfund: SBA RLF-06</b>															
1250-17a	2 Dukes & a Princess	03/28/2018	72 mo	7.000	25,000.00	21,174.49	1,242.25	462.67		426.23	04/25/2019				
1250-19a	Atulia Woodworks	05/24/2018	60 mo	6.500	13,350.00	11,200.64	803.61	242.43		261.21	04/25/2019				
1250-18a	Behdia Dolic	04/23/2018	60 mo	6.500	15,000.00	12,375.86	893.67	280.29		293.49	04/25/2019				

Trial Balance Report for SBA Loan Fund for the Period 01/01/2019 - 04/30/2019  
 By Funding Source  
 (All transactions)

05/03/2019 12:45 PM

LoanID	Borrower	Close Date	Term	Rate	Loan Amount	Principal Balance	Cumulative Pmts			Latest Pmts			Periods Paid		
							Principal	Interest	Escrow	Amount	Date	ONE	TWO	THREE	
1250-16a	Fahart Bazaar	02/07/2018	48 mo	7.000	15,000.00	11,632.26	577.69	140.76		359.19	02/14/2019	ONE			359.19
1250-28a	Karyn Quilts	11/27/2018	48 mo	7.000	12,000.00	10,900.49	882.16	267.24		287.35	04/04/2019	ONE			
1250-30	Minna Goods, LLC	02/15/2019	72 mo	7.250	25,000.00	24,413.02	586.98	271.48		429.23	04/11/2019	ONE			
1250-15a	Primitive Twig	02/08/2018	36 mo	7.000	9,277.61	5,703.08	1,050.76	149.24		300.00	04/25/2019	ONE			
1250-29a	Serenity Wellness...	12/13/2018	36 mo	7.000	4,500.00	4,282.51	217.49	60.41		277.90	02/21/2019	ONE			
1250-13a	SUH6 Enterprises...	10/13/2017	72 mo	7.000	25,000.00	19,694.65	1,227.42	477.50		426.23	04/25/2019	ONE			
1250-32a	Train Time Express..	04/19/2019	72 mo	7.250	22,500.00	22,500.00									
1250-20a	Wandering Fool, LLC	06/28/2018	72 mo	7.000	25,000.00	22,410.45	882.44	396.25		426.23	04/04/2019	ONE			
1250-31a	Willie's Bakery Ca...	04/17/2019	72 mo	7.000	30,000.00	30,000.00									
SBA Loan Fund - SBA RUF06/12 loans					221,627.61	196,287.45	8,964.47	2,748.27		3,487.06					359.19
SBA Loan Fund - 35 loans					683,627.61	424,267.78	44,632.99	8,280.08		22,877.56					359.19
Report total: 35 loans					683,627.61	424,267.78	44,632.99	8,280.08		22,877.56					359.19

Trial Balance Report for CEDC Loan Fund for the Period 01/01/2019 - 04/30/2019

By Funding Source  
(All transactions)

05/03/2019 12:41 PM

LoanID	Borrower	Close Date	Term	Rate	Loan Amount	Principal Balance	Cumulative Pmts			Latest Pmts			Periods Paid		
							Principal	Interest	Escrow	Amount	Date	ONE	ONE	TWO	THREE
1220-44	2 Dukes & a Princess	03/28/2018	72 mo	5.000	25,000.00	20,993.57	1,275.14	335.34	402.62	04/22/2019					
1220-41	41 Cross Street H...	12/13/2017	84 mo	5.000	75,000.00	75,000.00	1,250.00	312.50	04/29/2019						
1220-45	ACW Millwork & Ca...	06/20/2018	84 mo	5.000	50,000.00	44,900.24	2,078.12	748.56	706.70	04/22/2019					
1220-47	Alula Woodworks	05/24/2018	60 mo	6.500	13,350.00	11,188.16	815.68	229.95	261.21	04/22/2019					
1220-40	Brown's Car Sales...	09/08/2017	60 mo	6.000	12,500.00	9,134.34	774.25	192.39	241.66	04/01/2019					
1220-06	Dyson, Inc.	09/02/2013	72 mo	3.000	32,045.12	1,932.91	1,918.92	28.60	486.88	04/25/2019					
1220-33	East Chatham Food...	08/04/2016	60 mo	7.250	15,000.00	8,423.71	50.90	8,474.61	02/08/2019						
1220-47b	Germantown Laundr...	09/14/2018	72 mo	5.000	25,000.00	23,182.38	918.34	289.70	402.68	03/11/2019					
1220-49	G.G. & G. Flower ...	10/10/2018	60 mo	5.000	15,000.00	13,653.25	904.69	227.59	283.07	04/11/2019					
1220-50	Hudson-Athens Ret...	09/13/2017	72 mo	5.000	25,000.00	19,075.19	1,315.06	297.42	402.62	04/22/2019					
1220-09	Hudson Cruises, Inc.	06/15/2014	240 mo	7.000	50,000.00	43,398.08	530.22	1,020.38	387.65	04/10/2019					
1220-10	J.E.M. Woodworkin...	06/01/2015	72 mo	6.500	32,066.98	13,103.39	1,785.44	370.72	539.04	04/10/2019					
1220-37	Les Collines	03/21/2018	60 mo	6.000	14,222.33	11,951.01	399.55	150.37	274.96	04/10/2019					274.96
1220-13	Mario's Home Center	10/01/2009	120 mo	2.250	100,000.00	5,522.62	2,782.17	36.94	931.37	04/01/2019					
1220-51	Minna Goods, LLC	02/15/2019	72 mo	5.000	45,000.00	43,902.17	1,097.83	351.61	724.72	04/11/2019					
1220-36	Nick Jennings LLC	04/13/2017	60 mo	6.000	10,000.00	6,322.60	656.50	116.82	193.33	04/22/2019					
1220-16	Olde Hudson, LLC	12/02/2015	72 mo	7.750	40,000.00	20,082.24	2,244.84	541.00	696.46	04/22/2019					
1220-48	Old Klaverack Bre...	08/15/2018	60 mo	7.250	15,132.44	13,447.89	719.98	252.62	324.20	03/21/2019					
1220-19	Parl Inbar Corp	04/23/2013	72 mo	7.000	35,000.00	2,302.06	33.86	545.76	545.76	04/25/2019					0.11
1220-18	Paul Calcagno, Jr...	12/15/2014	42 mo	7.000	60,000.00	9,611.88	3,477.96	243.10	1,257.02	04/08/2019					1,232.02
1220-21	Phoenix Services ...	05/01/2015	180 mo	5.000	128,688.92	95,688.55	7,368.10	1,702.86	5,000.00	04/24/2019					1,232.02
1220-22	Ronnybrook Farm D...	02/06/2014	72 mo	7.500	25,000.00	4,199.74	1,577.54	151.46	432.25	04/22/2019					
1220-35	State 11 Distille...	02/24/2017	72 mo	5.250	25,000.00	16,492.84	1,683.56	344.09	405.53	04/11/2019					
1220-43	SUHE Enterprises,...	10/13/2017	72 mo	5.000	25,000.00	19,405.73	1,300.86	309.62	402.62	04/22/2019					
1220-12	The Pond Restaurant	10/13/2017	120 mo	5.000	100,000.00	93,782.70	1,422.11	1,577.89	750.00	04/29/2019					
1220-53	Train Time Expres...	04/19/2019	72 mo	7.250	22,500.00	22,500.00									
1220-46	Wandering Fool, LLC	06/28/2018	72 mo	5.000	25,000.00	21,935.44	1,255.08	355.40	402.62	04/25/2019					
1220-52	Willia's Bakery Ca...	04/17/2019	72 mo	5.000	30,000.00	30,000.00									
CEDC Loan Fund - CEDC-01-28 loans						1,070,515.79	690,386.92	49,027.71	11,209.19	25,242.08		1,507.09		1,232.02	1,232.02
CEDC Loan Fund - 28 loans						1,070,515.79	690,386.92	49,027.71	11,209.19	25,242.08		1,507.09		1,232.02	1,232.02
Report total 28 loans						1,070,515.79	690,386.92	49,027.71	11,209.19	25,242.08		1,507.09		1,232.02	1,232.02

CONFIDENTIAL

TO: CEDC Board

FROM: F. Michael Tucker, President & CEO

SUBJECT: Authorization to Make a Loan and Take Related Actions

DATE: April 11, 2019

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Applicant: Hudson Development Corporation  
One North Second Street  
Hudson, NY 12534

Amount: \$125,000 CEDC Loan

Purpose: Applicant is seeking \$125,000 to purchase real property from CSX for \$85,000 and to use the balance of the loan in advance of the closing to fund required due diligence and, to make ancillary improvements to both the CSX and the adjoining KAZ property, which HDC already owns, after the closing.

It then plans to package the property with the KAZ property, and find a developer to purchase or lease the combined parcels for development as part of the City of Hudson Downtown Revitalization Initiative.

Commitment: 6 Months

Interest Rate: 5.00% interest-only for 24 months

Repayment: \$520 monthly with a \$125,000 balloon at the end of two years, unless payments are made which reduce the outstanding loan balance, in which case the monthly payment and any remaining balloon payment will be reduced on a pro rata basis.

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Any balance that is not repaid by the 24<sup>th</sup> month will be amortized over seven years at 5%.

**Collateral:** First mortgage on both CSX and KAZ parcels, with option of releasing mortgage on KAZ property upon reducing the loan by \$50,000 to \$75,000.

**Draws:** There shall be a loan draw of \$95,000.00 at the time of the purchase of the CSX parcel. The balance of the loan amount can be drawn down at any time by HDC in \$10,000.00 increments, upon the written request of the HDC, after the execution of the:

1) loan commitment, and

2) purchase contract for the CSX parcel by CSX, for the purpose of financing the due diligence costs of the HDC on the CSX parcel prior to closing and ancillary improvements to either the CSX parcel or the adjacent "KAZ parcel," currently owned by the HDC.

**Description of Project:** HDC anticipates developing an RFP for the redevelopment of the KAZ parcel (14-17 Montgomery Street), which it currently owns, based on combining that parcel with property currently owned by CSX. The CSX parcel in question provides frontage on Front Street. Without that frontage, HDC has determined that no developer will be interested in the KAZ property. Therefore, HDC plans to purchase the CSX parcel from CSX at the agreed upon price of \$85,000. An appraisal for that amount has been provided to CEDC.

The two parcels are included the BRIDGE District, for which the City of Hudson was awarded a \$10 million Downtown Revitalization Initiative (DRI) grant from New York State. CEDC contributed significant funds and staff time to the DRI application, and has a stake in the outcome of the award process. The BRIDGE District includes Hudson's waterfront, the Amtrak station, and many developing businesses. CEDC has clients in the area, and recognizes the potential impact \$10 million will have on the City of Hudson and Columbia County as a whole.

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HDC is seeking funds from CEDC to purchase the CSX parcel, which will be combined with the KAZ property and either sold or leased to a developer. The combined parcels will be approximately four acres.

Security for Loan: if the taking of the first \$10,000.00 draw is prior to the closing on the purchase of the CSX parcel, the KAZ parcel shall secure the loan. Upon the closing of the CSX parcel, the loan shall be secured by both the KAZ and the CSX parcel. The lien on the KAZ parcel shall be released upon the principal balance of the loan being reduced to \$75,000.00, and the waiver of the right to make any further draws on the loan (if the right to any further draws still exists).

As further security for the loan, six months of interest payments (\$3,120.00 payable by HDC) will be held by the lender and will not accrue interest.

An appraisal for the CSX .67 acre parcel shows a value of \$85,000. Extrapolating the CSX appraisal, the adjoining 2.2 acre KAZ parcel would have a value of \$265,000, for total security of \$390,000. Discounting the aggregate value by 50% results in a value of \$195,000 or 64% loan to value.

### **Financial Review:**

HDC maintains a Money Market account at Trustco bank. The balance in that account as of January 31, 2019 is \$35,800. HDC maintains an operating account and payroll account at Bank of Greene County. As of January 31, 2019, the balances in those accounts were \$40,200 and \$490 respectively.

2015 tax returns show \$243,200. \$209,300 was a government grant. Salaries and expenses were \$317,400. The loss was \$83,200. Net assets equaled \$1.3 million.

## CONFIDENTIAL

2016 tax returns show \$32,100 in revenue, \$119,800 in expenses, and a loss of \$87,700. Net assets equaled \$1.2 million.

2017 tax returns show \$31,000 in revenue, \$142,700 in expenses, and a loss of \$111,781. Net assets equaled \$1.1 million.

50% of HDC's operating expenses are reimbursed by HCDPA. This includes telephone, payroll processing costs, and wages for a part-time executive assistant. In December 2018, the reimbursement was \$511. In January 2019, the reimbursement was \$638.

HDC's revenue comes from grants, rental income, interest on savings, and the sale of real property. HDC's 14-member board of directors receives no compensation.

|

### **Justification:**

- An appraisal for the CSX .67 acre parcel shows a value of \$85,000. Extrapolating the CSX appraisal, the adjoining 2.2 acre KAZ parcel would have a value of \$265,000, for total security of \$390,000 or a 32% loan to value ratio. Discounting the aggregate value by 50% results in a value of \$195,000 or 64% loan to value.
- Client is willing to establish a 6 month Debt Service Reserve Account to be held by CEDC and to be used in the event of a default.
- Client cannot sell or lease the KAZ property unless there is access from Front Street, which the CSX property provides
- Redevelopment of the combined properties expected to create 120 FT and 70 PT jobs



**HUDSON**  
**DEVELOPMENT**  
**CORPORATION**



Mr. Michael Tucker  
Columbia Economic Development Corporation  
4303 U.S. Route 9  
Hudson, New York 12534

Dear Mike,

As you are aware from our discussions, the original price anticipated by the HDC for the CSX Front Street parcel was \$85,000. This price was based upon an appraisal made two years ago and was acceptable to CSX, therefore our attorney and CSX counsel worked out an agreement that was acceptable to both parties, including the \$85,000 price.

Word of the pending sale apparently reached interested members of the community, more than one of whom promptly contacted CSX with offers up to \$300,000 for the property. As a result, CSX revised the selling price to \$175,000 and presented a signed offer to sell the property to the HDs for that amount (\$175,000). That offer (Attached) expires on May 31, 2019. We are informed that if the HDC does not execute this offer, CSX will open the sale of the parcel to other interested parties. In their words, the price will be "drastically higher" than the offer to HDC at \$175,000.

Failure of the HDC to acquire this parcel will mean development of the KAZ property will be extremely difficult, if not impossible. Simply stated, there is no practical access to KAZ without this parcel. Developers in our first round of proposals made this very clear. No Front Street access means no project.

These developments find us again at the CEDC Loan Committee, with the realization that our original request for a loan of \$125,000 is not adequate to make the acquisition. Therefore we respectfully request a change in our request to \$200,000. Ideally, we should request more, as the costs of Phase I and Phase II reviews as well as a survey and closing costs remain the same or perhaps a bit higher than originally forecast when we applied for \$125,000, or, \$40,000 more than the purchase price. However, all our legal work has been pro bono and Board members are assisting in assuring the due diligence be accomplished at less cost than anticipated.

I therefore, on behalf of the Hudson Development Corporation request a loan in the amount of \$200,000.

- **Commitment:** 6 months
- **Interest rate:** 5.00% interest only for 24 months
- **Repayment:** \$ 440.94 monthly with a \$200,000 balloon at the end of two years, unless payment are made that reduce the outstanding loan balance, in which the monthly payment and any remaining balloon payment shall be reduces on a pro rata basis. Any balance that is not repaid by the 24th month will be amortized over seven years at 5%. (See attached schedule).
- **Collateral:** First mortgage on both CSX and KAZ parcels, with option of releasing the mortgage on KAZ property upon reducing the loan by \$85,000
- **Draws:** There shall be a loan draw of \$185,000 at the time of the purchase of the CSX parcel. The balance of the loan amount can be drawn down at any time by HDC in \$10,000.00 increments, upon the written request of the HDC, after the execution of the:
  - Loan Commitment, and
  - Purchase contract for the CSX parcel by CSX.

Such incremental draw downs for the purpose of financing the due diligence costs of the HDC on the CSX parcel prior to closing and ancillary improvements to either the CSX parcel or the adjacent "KAZ parcel," currently owned by the HDC.

Nick Haddad, HDC Vice President, and I will be present at your office tomorrow morning to be available for any questions that may be forthcoming from the Loan Committee.

Thank you for your guidance and enthusiasm for this project.

Respectfully,

Robert W. Rasner  
President  
Hudson Development Corporation

ENC. Payment Schedule  
CSX Agreement.



# Choose Columbia

Columbia Economic Development Corporation

## MEMORANDUM

**TO:** CEDC Loan Committee

**FROM:** Martha E. Lane, Business Development Specialist

**RE:** Loan Request

**DATE:** May 6, 2019

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**Applicant:** Al Schulze, DBA Dirtworx  
93 County Route 10  
Germantown, NY 12526

**Amount:** \$17,000 SBA Microloan

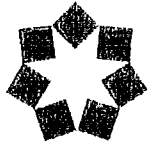
**Purpose:** To purchase a truck with a plow for \$14,000 and pay off a lawn mower with a loan balance of \$2,890

**Interest Rate:** 7.25%

**Term:** 60 level monthly payments, fully amortized, of approximately \$339

**Collateral:** Title to truck; personal guarantee of principal

**Jobs:** Project is expected to retain on FT job and create one PT job



# Choose Columbia

Columbia Economic Development Corporation

## MEMORANDUM

**TO:** CEDC Loan Committee

**FROM:** Martha E. Lane, Business Development Specialist

**RE:** Loan Request

**DATE:** May 6, 2019

---

**Applicant:** Germantown Beer Farm Ltd.  
332 County Route 6  
Germantown, NY 12526

**Amount:** \$30,000 SBA Microloan  
\$30,000 CEDC Loan

**Purpose:** To purchase materials, equipment, and supplies to expand operations, and for working capital

**Interest Rate:** 5.00% on the CEDC Loan  
7.00% on the SBA Microloan

**Repayment:** CEDC: 72 level monthly payments, fully amortized, of \$483.15  
SBA: 72 level monthly payments, fully amortized, of \$511.74

**Collateral:** Lien on all assets of Germantown Beer Farm Ltd. (with the exception of John Deere equipment); personal guarantee of principals

**Jobs:** Project is expected to retain two FT jobs and create one FT job

## CONSULTING AGREEMENT

This Consulting Agreement (the "Agreement") is entered into this First day of July 2019 by and between Tucker Strategies, Inc. ("Consultant") and Columbia Economic Development Corporation ("CEDC") RECITALS

WHEREAS the CEDC is in need of the ongoing services of a President/CEO; and

WHEREAS the function of Interim President/CEO has been fulfilled by the Consultant since August 1, 2015, and as renewed on November 30, 2015 and subsequently renewed again on May 1, 2016, and on January 1, 2018 through the present time and

WHEREAS the CEDC would like to renew such contract on an ongoing basis, to continue to fulfill the permanent position of President/CEO;

NOW, THEREFORE, the parties agree as follows:

1. Consultant's Services. Consultant shall provide CEDC a minimum of 1,600 hours a year of professional consulting services as President/CEO ("consulting services"), such hours to be divided between on-site and off-site in an approximate ratio of 1,335 hours to 265 hours. This equates to an average 34-hour work week taking into account CEDC's standard policies regarding paid time off. While both parties understand that economic development work is rarely confined to normal working hours and requires meetings and activities outside the office, Consultant will nonetheless make every effort to assure predictable office hours and on-site availability at least 3 days per week and spread over 4 days a week whenever necessary and advisable. It is further understood by the parties that the Consultant will provide all services referenced in this agreement in the person of F. Michael Tucker, President.

2. Consultant's Duties. Consultant shall in general fulfill the President/CEO job description as presented to the CEDC Board in February 2016, with responsibility for general administration, marketing and communications, finance and accounting, loans and grants, business attraction and retention, and compliance, and engagement with the Board, membership, and other partners and stakeholders including the Columbia County Board of Supervisors, its Economic Development Committee, the NYS Authorities Budget Office, the Office of the Controller, the Capital Region Economic Development Council, along with other regional, state and federal agencies, organizations and representatives. In particular, Consultant will provide best efforts in achieving the goals of CEDC's 2016 Strategic Plan; enhancing the organization's fiscal health; providing staff leadership; improving the overall operation and effectiveness of the organization; maintaining strong communications including regular reporting to the CEDC Board, Columbia County Board of

Supervisors and its EDC; renewing the contract between CEDC and Columbia County; coordinating efforts to attract new business and investment in Columbia County; administering CEDC's contract with the Columbia County Industrial Development Agency and Capital Resource Corporation; and generally serving as a spokesperson promoting economic development aligned with Columbia County's historical and developing strengths.

3. Consideration. In consideration for the Consulting Services provided under this agreement, CEDC will pay Consultant \$10,666.67 per month. Consultant will invoice on or around the first of the month for services rendered during the previous month, along with an accompanying report that logs in reasonable detail the time spent performing Consulting Services. CEDC will use best efforts to assure that invoices are paid within 10 days of receipt.

A. Lobbying. Five per cent (5%) of Consultant's monthly fee shall be considered compensation for purposes of lobbying, recognizing that the CEDC's contract with the Columbia County Board of Supervisors constitutes a major portion of CEDC's annual budget.

B. Expenses. CEDC will pay Consultant for any direct expenses incurred in the course of discharging the responsibilities of this Agreement, providing that Consultant receives pre-approval from the CEDC Board Chair. Consultant will provide written documentation (including receipts where available) of these expenses, and CEDC will use best efforts to assure they are reimbursed within 10 days of submission.

4. Independent Contractor. Nothing in this Agreement shall be construed to create an employer/employee relationship between CEDC and Consultant. Consultant is an independent contractor and not an employee of CEDC or any of its subsidiaries or affiliates. The consideration set forth in Section 3 shall be the sole consideration due Consultant for services rendered hereunder. It is understood that CEDC will not withhold any amounts for payment of taxes from the compensation paid Consultant hereunder.

5. Confidentiality. The parties to this Agreement recognize that in the course of providing these Consulting Services, Consultant is likely to come in contact with information that CEDC, its clients or its subsidiaries or affiliates may consider confidential. Consultant agrees to keep all such information confidential and not to divulge or discuss it with anyone other than appropriate CEDC board members, staff or their designees.

6. Term. This agreement shall commence on July 1, 2019 and terminate on June 30, 2021 unless earlier terminated by either party upon 90 days prior written notice.

7. Other Consulting Services. Consultant may, during the term of this Agreement, perform consulting or other services for another organization, person or entity provided that such services do not conflict with or interfere with the performance of Consultant's Services under this Agreement. Consultant agrees to promptly notify CEDC's Board Chair in advance of entering into any other

consulting or services agreements.

8. Notice. Any notice or communication permitted or required by this Agreement shall be deemed effective when personally delivered or deposited, postage prepaid, in the first class mail of the United States properly addressed to the appropriate party as the address set forth below:

- A. Notices to Consultant: Tucker Strategies, Inc., 115 Huntersfield Road; Delmar, NY 12054
- B. Notice to CEDC: 4303 Route 9, Hudson, NY 12534

9. Miscellaneous.

9.1 *Entire Agreement and Amendments:* This agreement constitutes the entire agreement of the parties with regard to the subject matter hereof, and replaces and supersedes all other agreements or understandings, whether written or oral. Amendments or extensions of the Agreement shall be binding only when executed in writing signed by both parties.

9.2 *Binding Effect, Assignment:* This Agreement shall be binding upon and shall inure to the benefit of Consultant and the Company and to CEDC's successors and assigns. Nothing in this Agreement shall be construed to permit the assignment by Consultant or any of its rights or obligations hereunder, and such assignment is expressly prohibited without the prior written consent of CEDC.

9.3 *Governing Law, Severability:* This Agreement shall be governed by the laws of the State of New York. The invalidity or unenforceability of any provision of the Agreement shall not affect the validity or enforceability of any other provision.

WHEREFORE, the parties have executed this Agreement as of the date first written above:

Columbia Economic Development Corp

BY:

\_\_\_\_\_  
David Fingar, Chairman

Tucker Strategies, Inc.

BY:

\_\_\_\_\_  
F. Michael Tucker, President