

Choose Columbia

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 Executive Committee held on January 12, 2021 at 8:30am, to consider all matters presented to the Committee for consideration.. Due to public health and safety concerns related to COVID-19, the meeting will not take place in-person. In accordance with the Governor's Executive Order 202.1, the meeting will be held via **Zoom Meeting**: <https://us02web.zoom.us/j/85182136073?pwd=cDBNcndXN21yZVpjZGh2UjAwS2U2QT09>
Meeting ID: 851 8213 6073; Passcode: 503742; Dial by your location:1 929 205 6099 US (New York)
Meeting ID: 851 8213 6073; Passcode: 503742, and will be recorded. The public will have an opportunity to hear the meeting live and provide comments. Comments can also be provided via email before and during the meeting to mtucker@columbiaedc.com. Please check the meeting **Agenda** posted on the **CEDC's website** www.columbiaedc.com for further instructions to access the virtual meeting and for updated information

Dated: January 6, 2021

Sarah Sterling, Secretary Columbia Economic Development Corporation

CEDC Executive Committee Agenda

Chairman:

David Fingar

Members:

James Calvin

Sarah Sterling

John Lee

Richard Cummings

1. Minutes, October 28, 2020*
2. Charter Review*
3. 2020 Discharged Duties*
4. Berkshire Taconic Foundation School Hotspot Program*
5. Personnel/Staff
6. Public Comment

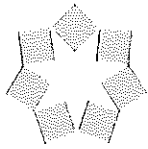
Attachments:

Draft Minutes, October 28, 2020

Executive Committee Charter

2020 Discharged Duties

* Action Required



DRAFT

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**MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
Executive Committee
Wednesday, October 28, 2020
One Hudson City Centre, Suite 301
Hudson, NY 12534
Via Zoom**

A special meeting of the Columbia Economic Development Corporation (CEDC) Executive Committee held via Zoom due to the COVID-19 pandemic on October 28, 2020. The meeting was called to order at 8:37am by David Fingar, Chair.

Attendee Name	Title	Status	Departed
David Fingar	Chair	Present via Zoom	
James Calvin	Vice-Chair	Present via Zoom	
John Lee	Treasurer	Excused	
Sarah Sterling	Secretary	Present via Zoom	
Richard Cummings	Committee Member	Present via Zoom	
Andrew Howard, Esq	CEDC Counsel	Present via Zoom	
F. Michael Tucker	President/CEO	Present via Zoom	
Lisa Drahushuk	Administrative Supervisor	Present via Zoom	8:41am
Martha Lane	Business Development Specialist	Present via Zoom	8:41am
Erin McNary	Bookkeeper	Present via Zoom	8:41am
Ed Stiffler	Economic Developer	Present via Zoom	8:41am
Carol Wilber	Marketing Director	Present via Zoom	8:41am

Minutes:

Mr. Calvin made a motion, seconded by Ms. Sterling to approve the minutes of the September 22, 2020 meeting. Carried.

Personnel/Staff

Mr. Calvin made a motion, seconded by Mr. Cummings to enter into Executive Session under NYS Public Officers Law, Article 7, Section 105(f) to discuss a personnel matter. Carried. Executive Session was entered into at 8:41am.

Mr. Calvin made a motion to exit Executive Session, seconded by Mr. Cummings. Carried. Executive Session was exited at 9:19am.

With no further business or public comments, Mr. Calvin made a motion, seconded by Mr. Cummings to adjourn the meeting. The meeting adjourned at 9:20am.

Respectfully submitted by Lisa Drahushuk,

Columbia Economic Development Corporation

Executive Committee Charter

Purpose:

Pursuant to Article IV, Section 1 of the Corporation's bylaws, the Executive Committee is delegated to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this charter and the bylaws.

Membership:

The Committee will consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and up to three Directors as selected by vote of the full Board of Directors of the Corporation. The President/CEO shall be an ex officio member without a vote, invited to attend meetings of the Executive Committee unless requested not to attend by the person acting as Chair.

Meetings and Quorum:

The Committee shall meet as deemed necessary by the Chair. Members of the Executive Committee are expected to attend each committee meeting. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Chairperson shall preside over Committee meetings, which shall be open to the public in accordance with the salient provisions of the Open Meeting Law of the State of New York, as set forth within Article 7 of the Public Officers Law. Meeting agendas shall be prepared prior to every meeting and provided to the Committee members along with materials five (5) business days before the scheduled Executive Committee meeting.

Minutes of these meetings shall be recorded and a report of the Committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following the meeting of the Committee.

Powers and Authority:

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Organization. The Committee shall have the power to retain outside counsel or other advisors to assist it in carrying out its activities. The Organization shall provide adequate resources to support the Committee's activities, including compensation of the Organization's counsel and other advisors retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or as assigned by the Board from time to time. To fulfill its purposes, the Committee shall:

- Executive Oversight. Subject to limitations on its authority established by the Board, by laws or law, the Executive Committee shall oversee the performance of the

President/CEO and executive staff and make annual recommendations to the Board concerning performance, expectations, compensation and other considerations as required.

- Personnel Matters. The Executive Committee shall oversee the development of personnel policies and their implementation by the President/CEO.
- Call special meetings of the Board when required; and
- Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.
- Act on behalf of the Board on matters that arise between scheduled Board meetings or when it is not practical or feasible for the Board to meet, to the extent permitted by applicable law and regulations, the certificate of incorporation and the bylaws. However, the Committee shall **not** have the power or authority to act on behalf of the Board with respect to the following matters:
 - Adopt, amend or repeal any provision of the certificate of incorporation or bylaws;
 - Elect, appoint or remove directors or permanently fill vacancies on the Board or any committee of the Board;
 - Amend any committee charter or resolution of a Board committee previously established by the Board;
 - Amend the Organization's mission;
 - Approve or recommend to members the dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporate assets;
 - Appointing or terminating the appointment of the President/CEO;
 - Approve or modify the budget;
 - Add or eliminate programs previously authorized by the Board;
 - Change or add membership categories or the rights or benefits of membership;
 - Permanently relocate the main office

CEDC 2020 Executive Committee Report of Discharged Duties

During 2020 the Executive Committee:

- Reviewed and re-affirmed the charter.
- Authorized the acceptance of funds from the Berkshire Taconic Foundation to be used and distributed to assist small businesses throughout Columbia County.
- Approved a \$15,000 donation to the Berkshire Taconic Foundation to be used to assist small businesses throughout Columbia County.
- Approved CEDC applying and accepting a Payroll Protection Plan loan.
- Heard updates and discussed CEDC's role in various COVID-19 related programs throughout Columbia County.