

**HUDSON DEVELOPMENT CORPORATION  
ANNUAL MEETING OF THE BOARD OF DIRECTORS  
MARCH 26, 2014  
HUDSON CITY HALL, COMMON COUNCIL CHAMBERS  
520 WARREN STREET, HUDSON, NY**

**PRESENT**

Mayor William Hallenbeck  
Don Moore  
Perry Lasher  
Bart Delaney  
Duncan Calhoun  
Chris Jones  
Victor Mendolia  
Ohrine Stewart  
Seth Rapport

**ABSENT**

None

**ALSO PRESENT**

Bill Rohr, TGW Grant Writers, Inc.  
John Duchessi, TGW Grant Writers, Inc.  
Cheryl Roberts, Esq., HDC Attorney  
Sheena Salvino, Executive Director  
Madeline Marvar, Executive Assistant

**PUBLIC**

Bill Hughes, Columbia County Supervisor

**1. CALL TO ORDER**

Meeting called to order at 12:18pm by the Executive Director.

**2. ANNUAL REVIEW**

Review the current Mission and Goals of HDC

No changes proposed

Review existing Board committees

Finance Committee - remains as is

Marketing & Tourism Committee - Bart Delaney elects to join

Real Estate Committee - remains as is

Planning Committee - remains as is

Grants Committee - remains as is

### Review Board member tenure policy

Seth Rapport is the only Board member to be retiring this year. He expresses a desire to stay on, but wishes to see the Board respect the existing tenure limit.

Don Moore suggests that as the Board member tenures are not aligned with the annual meeting, we should consider creating a Nomination Committee, or consider aligning remaining appointments as they come in with the March annual meeting to make this easier in the future. Duncan suggests we may wish to move the annual meeting to January to align with the City's elected officials appointments - Don counters by pointing out that the two month period between January and March allows for individuals to adjust to the organization.

In response to the request to form a Nominating Committee, Seth will be a part of the committee, Don requests to also be a member, ensuring that there exists a public and private member of the Board.

Sheena inquires as to the process of electing a new Board President. She states that the existing By Laws do not specify whether the new President must be an existing member of the Board. Seth asks if an elected official can be President - neither Cheryl nor any Board member who can verify that.

## **3. EXECUTIVE DIRECTOR'S REPORT**

### Insurance

Carrier change is effective with ANI. They can cover LDCs and can adjust to provide any additional insureds at any time, and they can be removed at any time. We can remove existing additional insureds as soon as the project is complete.

### Executive Assistant Search

Madeline's last day is March 28th, leaving the Executive Assistant position open. Sheena has provided the new job description as currently posted, and asks that any Board members who may know of a potential candidate should send them to her as soon as possible.

### Waterfront

Sheena has identified two potential grants that can be used to pursue waterfront development in alignment with the LWRP.

### Ferry Street Bridge

City Economic Development Committee eager to see this underway as soon as possible. There is some talk of a Transportation Advisory Board at the County Level, and Sheena is investigating how we can be involved and use that to the advantage of this project.

While the City did not qualify for TAP grant monies for the Ferry Street Bridge project, there is TIGER (NYS DOT grant) money available. Up to \$600 million for

transportation facilities and \$35 million for planning grants is available. 2016 at the earliest, no minimum in rural areas with up to 100% funded.

Seth asks that for each monthly meeting, the Board members be provided a brief one-page summary of the grant opportunities and how they could be beneficial to projects we are considering. He asks that that be provided either by TGW consultants or Sheena, just to help the Board members keep these separate grants straight.

#### Truck Route

Sheena is preparing to approach the businesses on Fairview Avenue to inquire as to who would be in support of an alternative route.

#### Parking

Sheena is in the process of acquiring and compiling existing studies to see what we can learn. There are also 30 Americorps volunteers available to assist with helping us to discern how many parking spaces exist in the City of Hudson. The City is currently pursuing discussion of a potential parking garage.

#### Wayfinding

The Committee is reviewing the RFP and will be putting it out this Friday. Board members are encouraged to forward the RFP to any designers they know.

#### Day Care Center

Sheena is currently finalizing the Environmental Compliance package for the application. Ohrine states that the current tenants of the building are asking about whether they must vacate the premises during the project - Sheena clarifies that if there is lead based paint or asbestos or any other significant environmental risks, this would determine the next steps. Seth recommends maybe speaking with COARC and Galvan Foundation to inquire as to whether Day Care Center tenants can relocate to the COARC building temporarily while the project is underway. He suggests we just assume that vacating the premises will be required and be proactive and start these conversations right now.

#### 7th Street Park

Sheena is having conversations with a landscape architect who is interested in providing services to help move forward with a redevelopment of the park.

#### City Wide Tag Sale

To be held Memorial Day Weekend

#### Arts, Entertainment, & Tourism Committee Donation

Sheena asks if the Board would like to make a motion to commit another \$5,000 donation to the City's Arts, Entertainment & Tourism Committee for community events for this year. Don Moore states that our first time donation last year was well-utilized and he feels that we should do this again. Sheena reminds the Board

that they were previously discussing moving away from supporting events and leveraging our limited marketing budget for more expansive tourism efforts.

Seth feels that as a one-off, this is a successful strategy for supporting tourism. Duncan feels that it should not be our responsibility as an economic development agency to support the City's tourism fundraising efforts when they could be dedicating a larger part of their existing general fund budget to tourism or increasing taxes to increase the amount dedicated to tourism. The City currently dedicates \$15,000 of its general fund dollars to tourism, and we add a 25% increase to that with our \$5,000 contribution. Seth agrees, but states that as a small town, he feels that this is an important aspect of the larger picture of our mission statement. He feels that it is best that this remain a year-by-year conversation and decision rather than adding this to our annual budget. Chris states that she feels that tourism is a large and essential portion of Hudson's economic development, but she wonders how we may be able to better communicate that sentiment to existing business owners and residents of Hudson.

**MOTION** by Perry, seconded by Ohrine, to commit at \$5,000 donation to the Arts, Entertainment & Tourism Committee. 9 in favor, Duncan opposed. **Motion passed.**

#### City Pretty

TSL's bench program is operational and they are eager to work with us. We currently have \$4,000 available in Sterling Grant funds that we can dedicate as a seed for this project or a potential Beautification Committee. Mayor Hallenbeck asks about 7th Street Park, how this might be a part of that and the Lowe's materials donation. Sheena states that she feels these are separate projects entirely - that we could use the Lowe's donations for 7th Street or Promenade Park. He would like to see all of the funds and donations dedicated to one project, rather than divvied up among these separate locations. He said originally it was just donations from Lowe's being considered, but now with support from Herrington's and the \$4,000 Sterling Fund monies, "that could be a substantial project". Seth agrees that rather than putting some money in one place and some in another, we should focus on one thing.

Duncan asks if we can possibly put a master plan for this together, have it approved by the City, and then parcel it out to these separate funding streams and contributors. Everyone agrees that the fountain should be replaced first and we can work out from there.

Sheena states that this conversation can and should continue within the Planning Committee.

#### **4. TGW REPORT**

Tech Valley Center of Gravity, takes an incubator model and applies it in a very unique and progressive way, including "maker spaces" and shared resources. They

have interest in Hudson and Hudson's entrepreneurial community. TGW wishes to pursue their interest and invite them to Hudson to receive a presentation - he would like to begin organizing that meeting.

There may also be a CDBG grant opportunity for micro-enterprise money. TGW is investigating this.

They will be going after tourism dollars as put forward by Sheena.

TGW is also looking to begin focusing more on Foundation dollars. Seth asks if that is a typical funding stream for other comparable small LDCs, and Bill replies that he is not sure but feels that it should be, as it is a very good means of filling gaps, microfinancing, and finding support for smaller projects.

Sheena states that she knows of several entrepreneurs who are moving to Hudson to take advantage of the energy here, and many of them specialize in home brewing or cooking, and she is asking how they can find information regarding Hudson's food and beverage sales and sales tax statistics. Don and Seth state that it can be difficult to get tax information, and that while she is seeking small pieces of information, it is small pieces of proprietary information. Duncan states that we could use Americorps volunteers to acquire this sort of information as well.

Duke & Bill have discussed some advice they could provide in the way of organizational sustainability and management services. Specifically administrative income or property donation measures, etc. They prepared a study for us over a year ago and are prepared to begin implementation of some of those measures.

## **5. NEW BUSINESS**

### a) Cooperative Agreements

Cheryl states that we will not be making a decision today, but she is providing a new draft agreement for the Board members for us to review and discuss and adopt at the next meeting.

Because HDC operates so closely with the City, Cheryl states that she suggests we do have an agreement with the City, though that is not necessarily common with LDCs. The last agreement in 2000, HDC was given a tremendous amount of responsibility and control - all banks and staff and resources were given to HDC, which she would like to see us adjust to a more realistic and fair agreement.

With that background provided, Cheryl goes on to describe the new draft agreement for 2014. Economic development, housing, and recreational activities all fall under the purview of the three agencies and the individual responsibilities of each agency are clearly defined. HDC and HCDPA work together to carry out responsibilities on behalf of the City. As for staff, there is a new issue here: HDC and HCDPA pay for

staff to carry out responsibilities on behalf of the City, but there is no contribution from the City for those staff (their salaries or benefits, etc), and that is something that must be considered by the Board. This will also require discussions with the City of course. Don asks what authority the Board would have to even provide support to HDC staff -- Cheryl states that this particular LDC does directly work with the City and often for the City, and that there is room for the City to legitimately support HDC's activities.

Statement of Work is broken out by each agency in this agreement, as well as what functions will be performed and how they will report their activities and operations. There are separate requirements for receiving CDBG funds, and HDC may be able to receive CDBG funds, which would require a special consideration as part of this agreement (as Cheryl has included a provision for this within the agreement draft).

Cheryl states that there used to be much more fluidity between the agencies and their responsibilities and their monies, but in considering current operations, activities and bookkeeping, she said that it may also make sense to keep all agencies completely separate. She asks the Board to carefully consider these draft agreements and how the Board feels the agencies should relate to and interact with one another.

Sheena asks that everyone take time to review these agreements and send any thoughts or suggestions to Sheena three weeks from now.

## **5. OLD BUSINESS**

### a) Islamic Center

Mayor Hallenbeck states that he must leave early, but he wishes to bring forward the topic of the Hudson Islamic Center. Sheena says that she has spoken with Supervisor Hughes and that he has stated that he will be putting together a list of answers to the many questions that were posed at a previous meeting, and that he will be bringing that before the Board at another time. Mayor Hallenbeck would like to see the Board and Supervisor Hughes work together as much as they are able to find some means of resolving this in a way that supports the HIC's efforts.

Seth states that he and Cheryl have been over this issue in great detail. There has been a presumptive effort on the part of the HIC to pursue any possible solution in their favor, but it is our requirement to adhere to the law in all circumstances. At our previous meeting where this issue was discussed in great depth, there were several solutions and ideas proposed and there was contact information provided to encourage the members of the HIC to pursue a secondary investigation separate of our own, but that those efforts on our part were rejected. He wants to do what is right, but he cannot do what is against the law.

Mayor Hallenbeck states that several individuals have visited his office in regards to this issue - members of the HIC and of the City government included - and he wishes that we could do what is possible to find a solution that will be beneficial to them, as it has been their impression based on previous agreements that they would take care of this land forever.

Cheryl states that she has spoken with the ABO and the Comptroller's Office and Supervisor Hughes and she states that we should have a response from the ABO in regards to their say in this matter within the next month. She feels that that will be a good place to begin next steps, once we have their response.

Supervisor Hughes states that with regards to fear that the ABO could request that HDC void past transfers and take the land back from the HIC, that would not be a big loss because the HIC cannot build on the existing land that they have. He also has viewed their plans for building, and the proposal that Cheryl put forward at the last meeting to consider a parcel swap has not been responded to because the HIC's plan as it has been developed will not allow for them to pursue the plan that they have developed. Seth asks for clarification regarding whether Mr. Hughes is speaking on behalf of the Islamic center and after discussion, Seth asks that it be recorded in the minutes as follows:

Mr. Hughes has stated that he is not officially speaking for the Islamic Center but that he has visited the site with the Bangladeshi community and it is his opinion that we should take it as an unofficial response to Cheryl's proposal that we pursue the possibility of a parcel swap with the HIC that the HIC intends to reject that proposal. This is not an official response from the HIC. We will wait for a response from the ABO or an official response from the HIC to pursue this matter further.

#### b) TGW Contracts

**MOTION** by Don, seconded by Duncan, to enter into Executive Session to discuss renewal of HDC's contract with TGW for grant writing and administrative consultation services. All in favor. **Motion passed.**

The Board entered into Executive Session at 2:12pm.

**MOTION** by Bart, seconded by Duncan, to leave Executive Session. All in favor. **Motion passed.**

The Board exited Executive Session at 2:35pm.

HDC feels that as TGW services are shared among all three agencies, HDC should confer with the City and with HCDPA regarding contract renewal. HDC will have a decision regarding renewal of contracts by April, but will be paying TGW for March services.

## **7. FINANCIAL REPORT**

### a) Approval of February 2014 Financial Statements

Seth asks for clarification regarding “interagency revenue” on the financial statements. Madeline explains that this is how we show movement of monies from our savings account to our primary checking account, such as the money that we moved to pay for the audit expenses.

Seth also asks about the HRBTF fund paydown, and why those expenditures are listed on the financial statements as an expense, when really that is not our money that we are expending. Madeline will follow up with Tom to inquire.

**MOTION** by Duncan, seconded by Chris, to accept the February 2014 financial statements as presented. All in favor. **Motion passed.**

### b) Three & Fifteen Month Audit

Madeline has provided all Board members with the audited financials for the short period October through December 2013. The statements show both the financials for the three month period, as well as the financials for the full 15 month audited period. Not much activity occurred in HDC during the three month period, so there are no pressing updates.

### c) PARIS Updates

Madeline reports that Barbara Beers, HDC’s accountant, submitted all annual reports to PARIS as of yesterday. The ABO has been notified that we are now done with our audits and we are waiting for them to accept our PARIS reports. If there are any issues, Sheena or Barb will follow up.

## **8. READING OF THE MINUTES**

### a) Approval of February 2014 Minutes

**MOTION** by Perry, seconded by Bart, to accept the February 2014 meeting minutes as presented. All in favor. **Motion passed.**

## **9. ADJOURNMENT**

**MOTION** by Don, seconded by Perry, to adjourn. All in favor. **Motion passed.**

The meeting was adjourned at 2:45pm by the Executive Director.