

**HUDSON DEVELOPMENT CORPORATION  
BOARD OF DIRECTORS MEETING  
OCTOBER 29, 2013  
1 NORTH FRONT STREET, HUDSON, NY**

**PRESENT**

Victor Mendolia  
Don Moore  
Ohrine Stewart  
Duncan Calhoun  
Seth Rapport  
Chris Jones

**ABSENT**

Lori Seldon  
Mayor Hallenbeck  
Perry Lasher  
Carmine Pierro

**ALSO PRESENT**

Duke Duchessi, TGW Consulting  
Sheena Salvino, Executive Director  
Madeline Marvar, Executive Assistant

The meeting was called to order by the Executive Director at 3:12pm.

**EXECUTIVE DIRECTOR'S REPORT**

Sheena reminded Board members of the upcoming ABO Training in November.

iPad: HDC would like to purchase a second iPad for the executive assistant. The Board recommended that we might need to spend a little more than the proposed \$200 to get a better product.

KAZ supplies have been ordered and paid for, and are about to be installed by DPW

Next Board meeting: December 3, 2013 at noon

Is noon still a good time for meetings? All present vote noon is good.

**PLANNING**

[Sheena used a slideshow presentation]

**HDC Goals & Strategies for 2014:**

Goal 1 notes::

-Broadband: "Broadband service powers access to information." to underline the importance and value of broadband focus. Victor would like to see us engage Etsy and Rob Kalin to get some idea of what is working, what could be improved, how they might expand. Also suggests that we add them to a stakeholder group.

-Ferry Street Bridge: proposing putting financial support toward DPW's project to design and replace the structure. We have not yet been asked for a donation, but it may be coming. Will table the discussion for now and revisit at the December meeting.

-Parking/Truck Route: Duncan would like us to work with MAI since their project is dependent on developing a parking plan. Seth suggests that we take the lead, get some bids on a parking study, find out how much it is, bring that back, we'll talk about how best to approach the community/City in this. Seth recommends getting estimates first (on both parking AND the truck route study. Don suggests we include Greenport in this discussion. Rather than allocating funds now, get bids for studies first.

Goal 2 notes:

-KAZ planning: The Board has recommended some combination of hotel/residential/retail/parking for the 2.2 acre area. Sheena is engaging area professionals in environmental planning. She has met with the neighboring businesses about planning for the site and is working with a developer/University of Albany professor, Duncan Barrett. L&B: Seth recommends we focus energy on KAZ redevelopment and less on L&B as it is a privately owned company and building. Victor added that it may be good to occupy some space in the building to help incubate those businesses. Seth says we could value it as an incubator, but that HDC does not need to be directly involved. Victor suggests HDC could market space there. Sheena added that she would keep lines of communication between L&B open and offer resources as they came available. She will also connect new/small businesses with L&B management were appropriate.

Goal 3 notes::

-Marketing: KeyBank Corp has engaged Sheena as a member of the nominating committee for a \$180,000 creative economy study. That meeting is scheduled for November 11. Sheena relayed that the Opera House is applying for funding through NEA to finish the 2<sup>nd</sup> floor of their building. The grant requires a 1:1 match and is due in January.

Sheena explained the marketing strategy for 2014. The Committee designed a comprehensive way-finding plan and a panel of judges to help. Sheena would like to gather the team in November and develop the RFP for the judges review and critique in December. The project is \$90K. Sheena explained the breakdown of the funding requests. Seth suggested that she ask HRBTF for \$30K. Duncan says if we raise more funds than needed, those funds should go toward more kiosks.

**MOTION** by Don Moore, seconded by Duncan Calhoun, to allocate \$20,000 to marketing for the 2013-2014 fiscal year. All in favor. **Motion passed.**

### **FINANCIAL STATEMENTS**

The profit and loss statement for the month of September 2013, and for the fiscal year through September 31, 2013 as well as the balance sheet for September 30, 2013 had been sent to Board members for review prior to the meeting. There were no questions or comments regarding the statements.

**MOTION** by Duncan Calhoun, seconded by Seth Rapport, to accept financial statements. All in favor. **Motion passed.**

### **READING OF THE MINUTES**

The minutes of the September 2013 meeting minutes had been sent to Board members prior to the meeting for review.

**MOTION** by Don Moore, seconded by Victor Mendolia, to accept September meeting minutes as written. All in favor. **Motion passed.**

**MOTION** by Victor Mendolia, seconded by Duncan Calhoun, to enter into executive session to discuss HDC personnel. All in favor. **Motion passed.** Executive session commences at 4:01pm.

**MOTION** by Don Moore, seconded by Victor Mendolia, to leave executive session. All in favor. **Motion passed.** Executive session concludes at 4:16pm.

**MOTION** by Seth Rapport, seconded by Duncan Calhoun, to extend job offer to Madeline Marvar for salaried position of \$32K inclusive of 2 weeks paid vacation, no healthcare coverage and Sheena to confirm compliance with Legal Council. All in favor. **Motion passed.**

Recommendation by Board to touch base with Auditor in regards to Board's intent to change to calendarization of fiscal year. The accountant will probably recommend a three month operating budget.-Oct 1-Dec 31. This may require a more focused budget for 2014. HDC will need to file with IRS to change fiscal year.

Discussion regarding allowing proxy votes comes up. Board members not opposed to Skype, but feel in-person discussion is crucial. "Person must be available real time with the discussion" -- Victor states that the person must be able to both be seen and see others. We can make that work.

On an emergency basis, proxy vote permitted via teleconference. Not sure if we can vote this with only a quorum, rather than 2/3 vote for bylaws voting? Will table motion until December meeting.

Sheena stated that DPW has offered to give us the gazebo/tourist center on 7th

Street Park. Would we like to make use of it? The Board would like use of it. Duncan suggests we may even be able to relocate it. Will table discussion for another meeting.

### **ADJOURNMENT**

With no more business to discuss a **MOTION** was made by Duncan Calhoun, seconded by Victor Mendolia to adjourn. All in favor. **Motion passed.** The meeting was adjourned at 4:22 pm.