

HUDSON DEVELOPMENT CORPORATION



Monthly Board Meeting
March 27, 2018

12:00pm

1 North Front Street, Hudson, NY 12534

MINUTES

PRESENT:

Duncan Calhoun
Don Moore
Tom DePietro
Mayor Rick Rector
Brian Stickle
Bob Rasner
Brian Stickle
John Gilstrap
Chris Jones
Alex Petraglia
Kristal Heinz
Carolyn Lawrence
Bart Delaney
Kristal Heinz

ABSENT:

Bob Rasner

STAFF:

Sheena Salvino
Branda Maholtz
Matt Griesmer

Public:

Carole Osterink
Seth Rapport

1. CALL MEETING TO ORDER at 12:03 PM
2. MINUTES
 - A) REVIEW & APPROVE February REGULAR MINUTES

Add Bart and Carolyn to Present. Chris MOTIONS to Accept with the additions of Bart and Carolyn. Alex SECONDS. ALL IN FAVOR. MOTION PASSED.

3. Financial Report

A) REVIEW & APPROVE FINANCIAL STATEMENTS

Don MOTIONS to accept the financial statements. Rick SECONDS. ALL IN FAVOR. MOTION PASSED.

B) Draft Audit Report- Electronic Report will be shared this afternoon.

Duncan MOTIONS to accept the draft in order to file for PARIS. Don SECONDED. ALL IN FAVOR. MOTION PASSED.

4. NEW BUSINESS

A) Board Member Terms & Nominations

Brian Stickle would like to remain on the board. Don MOTIONS for reappointment by acclimation. Chris SECONDS. ALL IN FAVOR.

Carolyn would like to remain on the board. Duncan MOTIONS for reappointment by acclimation. Rick SECONDS. ALL IN FAVOR.

Seth Rapport is here as he has submitted an application to join the board. Don comments that he has worked a long time with Seth and Don MOTIONS to appoint Seth to the Board by acclimation. Duncan SECONDS. ALL IN FAVOR.

B) Board Executive Offices

Duncan is passing on moving forward as president.

John submits his nomination for President. Duncan MOTIONS for John Gilstrap to be President. Kristal SECONDS. ALL IN FAVOR.

Brian is currently VP. He will remain VP.

Don is Treasurer. Don will remain

Chris is secretary

Rick MOTIONS to keep all other positions on the executive committee. Bart SECONDS. ALL IN FAVOR. MOTION PASSED.

C) Committees

Sheena has shared the new committee conceptualization plan. She created this plan as a result of individual board meetings, the need for additional agency capacity due to limited staff and also because there is a lot of experience and talent on the board, it makes sense to move forward utilizing these talents and experience. See attached.

She explains the desire to have more engaged and purposeful direction of the board members. The four areas: livability, prosperity, innovation, skills.

She asks the board for feedback.

Don compliments Sheena on the goals of the committees. This could get them off to a good, solid start.

Seth asks about the DRI projects and how they will fit in to each committee. Potentially, once we know about the allocation of funds, it seems logical to have some preparedness for the projects

that are forthcoming. Kaz, Dunn, Wayfinding, etc. This will allow us to divide the responsibility. But right now the projects and where they go are not apparent.

John points out that the whole board will be in communication about the projects, but then the committees will do a lot of the pre-work. Seth agrees.

The KAZ will likely fall under Livability. The board discusses that as it's larger, it may need its own committee. We currently do have a committee for it.

Wayfinding may fall Livability Committee.

WiFi will be under Innovation Committee.

The board discusses how we are unsure at this time about how the various projects will be administered and implemented. Rick comments that we would like to be prepared, however, it is difficult to be prepared when we won't know what is funded until the summer.

Seth points out that Kaz is a big project and it is far reaching. It may be necessary for Rick And Tom to be on the committee as the Mayor. Rick points out that it's infrastructure and then also the development of the site and the need to have public input. The current Kaz working group includes: Don, Rick, Tom, Chris, and John.

Chris agrees that this plan is the next step in evolution and that it's important that the board has some 'skin in the game' and making sure that we're all using our skills to move forward.

Sheena's next step is to select committee chairs and groups along with finalizing the draft.

D) Mission Statement & Goals

If the goals change according to the committees, we can change later. Bart MOTIONS to accept mission and goals statement. CHRIS SECONDS. ALL IN FAVOR. MOTION PASSED.

E) Policy Review

Don made a few suggestions that it should be "board of HDC" and not just HDC.

Duncan asks about professional services— what happens if you don't have two potential companies to choose from. Don explains that you can request two quotes and made good faith effort, but it doesn't mean you have to actually have obtain. The word 'solicit' doesn't mean to obtain.

Procurement- Don MOTIONS. Bart SECONDS.

Disposition- Kristal MOTIONS. Duncan SECONDS.

F) Board Evaluation (ABO)

Sheena asks that each fill out the evaluation to place on file.

G) Ack. and Waiver for Legal- Matt is our lawyer from Howard Freeman. The city's lawyer also is from Howard Freeman. Seth states that the Board will need to be made aware and understand the contents of this Waiver: It describes a conflict situation where Matt will remain HDC's legal representation if there is a conflict and Andy will abstain with another firm stepping in for the City's counsel.

Seth points out that we need to be made aware, and keep a record, of any conflicts that arise.

The board discusses how this works in an example. In most cases Andy would step aside and another lawyer would handle. However there could be other situations that are unforeseen. Mayor Rector agrees that we need to be sure we are aware of any conflicts. Duncan wants to add a clause to the agreement that includes a notification in writing that states the nature of the conflict. The board is in agreement.

5. OLD BUSINESS

A) DRI Updates- Stantec is in the process of receiving review comments from the state. LPC should be getting their draft proposal today to update and the submission will be by the 30th.

The final list has been up on the DRI website.

Seth asks about the vote and when it will be made public. Sheena states that the results are public and it was a majority of the LPC board.

B) Master Services Agreement- City of Hudson — you all received a copy of the master service agreement for the Dunn warehouse. It is the boilerplate language that can be used in the event that the City would like to subcontract for services. Each time there is a project to admin, Staff will develop a statement of work to attach to the agreement and that will go to council review. As we've discussed before we can no longer work for free for the city of Hudson.

Seth asks if this is just for HDC projects or if it's all projects. The board discusses and points out that this is for all projects that the city may need administrative work done.

As an update: The city has not currently decided if it will do the Dunn warehouse restore ny grant yet. They have moved towards HCDPA for the Dunn warehouse grant administration, not HDC. Rick wants to get the building stabilized. As the grant will require a developer to be used for the work, we may now have to do a master plan for the waterfront. The city may have to file an extension to keep considering the project fund.

Bart MOTIONS to accept the master agreement boilerplate. Don SECONDS. ALL IN FAVOR.
MOTION PASSED.

C) KAZ Redevelopment Site- Developer Meeting TBD

Staff is pulling together all the responses and feedback from the committee and would like to schedule a meeting in early April. The board agrees to set the special meeting at 12 pm on April 4th. Staff to provide public notice. The board discusses whether we should make it clear that this is in executive session or not.

Sheena will check with legal counsel.

D) Walking Tour

The platform is not accepting new tours. We are looking at new platforms. We will need to check and see which we like. The contractors are still working on the tours.

E) Website

We received two quotes to work on the website.

Down in the Valley – \$4500

Pinnacle — at \$5000

John asks if it includes social media and it does not.

The board discusses what is necessary.

The board would like to get metrics for the site and decide what the traffic may be like in order to decide. We may want to wait until Kaz has been decided.

6. EXECUTIVE DIRECTOR REPORT

A) Internal Assessment Results— See attached report.

B) Annual Report 2017/18 See attached report.

Seth asks if there is any value for the group for Sheena to draft up an agenda for 2018 that is specific to what happens so that everyone is aware of what's happening. Perhaps 10 top agenda points that we will work on so that we have direction. This may help the committees as well. They will come up with their own strategy but Sheena should come up with the potential list.

Don points out that this could further define the role of the executive committee but it does bring a bit more work. Kristal feels that it might add a layer of work that may not be necessary.

The board discusses the practical implications of having a project map or other list to work from for the year.

7. PUBLIC COMMENT

Carole would make an appeal that the special meeting be structured in a way that allows the public to be witness. As the public has not informed yet and then perhaps the more private information should be kept for later.

Seth agrees that it is important for the public receive some information. However, the developer responses are not set in stone, they are conceptual and perhaps the first iteration.

John suggests that a one-sheet is prepared by each team to share with the public.

Don wonders if there is a standardized procedure for responding to RRP's. Seth doesn't believe there is a legal standard for this. He feels as though that now is the time to start presenting to the community the drafts, emphasizing the draft, as there will be another phase with public input. Seth believes that this sale will contain conditions and requirements. Also it will have timetables, requirements, and other things that make it more complicated project. He suggests we clarify with the lawyer as we have not made an award, we would like to have a one-page summary so the public can start to engage, and ensure we are doing things the right way.

The board discusses the public communications around the meeting.

Carolyn asks about the LWRP and the status.

Sheena explains that the City has been awarded 90K for completion of this plan. Rick states that we will be going through another RFP process for a consultant to help us complete is in the next year or so that it will be complete. The old LWRP that was developed can work as a skeleton to get this updated version done.

8. ADJOURNMENT

Rick MOTIONS to Adjourn at 1:45 PM. Kristal SECONDS. ALL in FAVOR. MOTION PASSED.