

HUDSON DEVELOPMENT CORPORATION



Monthly Board Meeting Minutes

December 20, 2019

12:00 PM

1 North Front Street, Hudson, NY 12534

PRESENT:

Bob Rasner
Tom DePietro
Seth Rogovoy
Nick Haddad
Paul Barrett
Martha Lane
Paul Colarusso
Carolyn Lawrence
Steve Dunn
Phil Forman

ABSENT:

Mayor Rick Rector
Kristan Keck

STAFF:

Branda Maholtz

1. Call Meeting to Order at 12:06 PM by Bob Rasner.
2. Minutes: Paul Barrett
 - a. Review and Approve November meeting minutes.
Phil MOTIONS to accept minutes. Paul SECONDS. Seth Abstains. MAJORITY IN FAVOR. MOTION PASSED.
3. Financial Report: Phil Forman
 - a. Review and approval of November Financial Report: Nick MOTIONS to accept. Paul Seconds. Tom Abstains. MAJORITY IN FAVOR. MOTION PASSED.
4. Old Business

- a. Parking Leases with Tom Rossi and Ben Fain: Carolyn Lawrence & Steve Dunn— Lease with 41 Cross Street/Redburn is with your board packet for your review. We have leased the western 2/3 of the concrete pad. It is the responsibility of the tenant to put up barriers, striping, to keep it maintained including snowplowing. Bob thanks those who worked on this—Carolyn and Paul. The other party with Ben Fain: Phil and Carolyn met with Ben and they were given a tour of the space. Phil reports that Ben needs to do a detailed map of his needs including outdoor space and parking for 2020 requirements and looking forward to 2021 when the event portion of the business is up and running. They are delayed on construction timeline and are now looking to have a proposal, hopefully by the end of January. They have been informed that a deposit would be required, tentatively the price for the monthly lease will be about \$1000 a month. The board discusses the coal shed that may be close to the property line. The board will double check the survey to be sure. Carolyn and Phil confirm that it is not.

- b. ByLaws revision: Bob addresses the board that Tom’s motion that was tabled for adding more ex-officio members has been tabled and withdrawn. Tom notes that this does not negate the idea for discussion.

Bob notes that we count ex-officio members for the establishment of the quorum. We need to have 7 for a quorum at this time.

Seth asks if we are voting on the revision. Bob states that we are not, as we are not prepared and the document will require closer editing and review. He has some suggestions and concerns about the loyalty cause. In reference to article 9, Seth is uncomfortable with the title, and contents of section 1. Seth is accepting of the conflict of interest but the loyalty phrasing is something he doesn’t feel is appropriate and vague. Phil comments that he accepts and understands Seth’s concern, in response Phil feels that loyalty as a term is archaic. Phil feels that there should be a commitment to the mission of the board and perhaps the language can be changed. Martha comments that some research has been done “duty of loyalty” could be interpreted as: must place board

interests ahead of personal interests, the public disclosure of conflicts of interest, or using service on the board for personal gain. The board discusses the potential for adopting this language. Steve Dunn comments that he would like to also make sure the language is concise and not repetitive. Bob wants to address the previous idea from Tom how the agency be dissolved. Seth thinks that this is a good example as the suggestion of dissolution does not mean it's a "dis-loyal" act as it could hypothetically be in the board's best interest to dissolve itself. Carolyn asks Tom if he would explain his motive, and Tom doesn't want to explain as he is not required. He states that he believes that development corporations to be outdated. Phil comments that there are a lot of people that disagree as there have been successful projects by other public/private development corporations. Nick comments that we have rebuilt the board and perhaps is better to achieve its mission. Bob closes the conversation that we could have better language to achieve what we want with the bylaws revision. He feels that we should work to fill empty board positions and aim to update the bylaws at the annual meeting in March.

- c. Real Estate Holdings: Mill Street property—Paul wanted to verify the property on Mill Street and the tax parcel ID. The old number and the newer number need to be merged. The parcel is 50 ft. by 150 Feet is the size. We have retained Sardo Survey Services to survey the property. The lots are double lots on this street, the fence may be encroaching, but we will have the survey to be sure. The neighboring property, 226 Mill (\$227,000) is currently for sale. Our number is 228, which is out of sequence. Craig Haigh from code enforcement will help us change the number to 224.
5. New Business: Committee Assignments- our current board bylaws state that each member must serve on two committees. Bob sees two areas of focus: internal—general maintenance of board practices and procedures. We have had an audit of our compliance provided by Mike Tucker. It is a guideline for us to have better practices. He feels that there should be a Development

committee to better understand and manage our property holdings, etc. We are not developers, we need to make sure that we are capable and understanding to move forward. Bob will converse with potential new board members to discuss the future and potential roles on committees. He asks the board for them to consider what skills they can bring to the table to move forward. Steve asks about residency. The board bylaws state that you have to be a resident of Hudson, or have business in Hudson. Tom asks about establishing protocol for adding non board members to a committee. Currently, bob states that as the board President, he has the ability to do so. Tom feels that perhaps non-board members should be voted on. Steve states that the powers of committees (or lack thereof) should be defined. Some of the meetings will need to be public and posted as well. Phil opines about the current nominating committee with Chris Jones and how she is an advisor, but as she doesn't have voting power, she can make suggestions or recommendations.

Seth brings up a topic about using the term "developer" as in "we're not developers" or we need to find a developer. He cautions not to think of things in these terms as we have not considered all potential approaches. Bob agrees.

6. Public Comment: N/A

7. President's Comments: Martha wanted to comment that the board appreciates the hard work of Branda Maholtz.

8. Adjournment: Steve MOTIONS. Nick SECONDS. Tom Abstains. MAJORITY IN FAVOR. MOTION PASSED. Board Adjourns at 1:50 PM.