

HUDSON DEVELOPMENT CORPORATION



Annual Board Meeting Minutes

March 26, 2019

12:00 PM

1 North Front Street, Hudson, NY 12534

PRESENT:

Mayor Rick Rector
Bob Rasner
Don Moore
Chris Jones
Tom DePietro
Walter Chatham
Steve Dunn
Nick Haddad
Carolyn Lawrence
Gregg Carey

ABSENT:

John Gilstrap
Alex Petraglia

STAFF:

Branda Maholtz

1. CALL MEETING TO ORDER Bob Rasner calls the meeting to order at 12:05 PM.
2. AUDIT-- Presentation From Auditor- Victor Churchill reviews the draft audit.
Still have a going concerned because of continued losses. At some point in time the expenses will outlive the assets. Financial Statements are included in the draft. Cash is diminishing, no receivable grants funds, there are some properties for sale. No designated funds for donor restriction.
There are recording changes for non-profits. We now have restricted and non-restricted assets (with and without donor restrictions). All expenses are operating expenses. Functional expense, now part of the audit as recording change.
Footnotes: Explains some of the changes in regards to donor restrictions. No change in property, no change in revenue, no change in contributions, no change for income taxes. Note 2 again is a reporting change information. Also a note on liquidity. Credit risk is in each audit, need to have more than \$200K for FIDC rating. Notes Shared expense with HCDPA. Note 6 is new, brings to your information about cash. About \$30K in cash assets. Going concern: alternate wording submitted by victor. Management plan is two fold: actively pursuing the sale of property that would generate cash to sustain operation for an extended period of time. Second management

is actively working on development projects that have been received State of New York approval to move forward and will be subject to contracts once formal approval is received.

Steve Dunn provides some feedback on the language in the draft audit. He will share with Victor to assess for changes. Noting that HDC can borrow to keep operating costs going as well.

Don MOTIONS to accept the draft audit. Chris SECONDS. ALL IN FAVOR. MOTION PASSED.

3. NOMINATING COMMITTEE—Chris, Nick, Gregg and Carolyn met with prospective new members. We have been looking for new skills to help us find success in Hudson. Chris: Diverse and strong group of candidates to the board. They had no applications through the website or other means, the nominating committee brainstormed a list of potential applications. There are 4 vacant positions.

Chris is leaving as well as Don Moore. There will be another opening in May.

- a. New Board Member Nominations

Martha Lane—Chris introduces Martha and her experience—with CEDC, Grant Writing, Workforce Programming, Comprehensive plan, her experience in business and funding.

Seth Rogovy—Seth has been directing us to what is happening in Hudson and the surrounding area. He is Freelance writer, author and radio personality. His unique cultural perspective will be able to add a lot to the board.

Paul Barrett—Lifelong weekend and summer visitor and has lived here full time since 2004. He ran a successful B&B for 13 years. Has a MBA and vast experience in marketing and communications. He is also a historian for the Hudson Valley. He serves on the Historic Preservation and the board for Hudson Opera House.

Paul Colarusso—His family goes back 4 generation. He runs Colarusso and Sons. He has worked in many large-scale municipal projects, he has expertise in construction and state and required code.

Phil Forman—(not in attendance)—Have been in the area for decades and have lived in Hudson since 2007. He has an MBA and has a rich history working with nonprofits in Hudson including Perfect 10 . He will be voted on at the April meeting.

Chris wants to point out that as we set our goals for the future these new members will help fill out roles with their expertise and bring success to the future. Chris is sad to leave after her second term.

Steve asks about Paul Colarusso and any appearance of conflict. Paul states that he is clear that he will need to recuse himself under certain circumstances. But the board is for Economic Development and any applications to the planning board would not interfere.

The board demonstrated that they were seeking for more diversity in their committee interviews and meetings.

John Kane asks about HDC and the adjacent properties that Colarusso owns. Paul states that he does not see any conflicts and will serve the board with his expertise.

Chris states that we are aware of some of interest it may cause to invite Paul onto the board, however, he is a business owner here in town that does have expertise that we might need to call upon that includes infrastructure, economics at the waterfront, etc. Nick also points out that we will be involving our community as much as we can moving forward.

There are sheets to vote anonymously.

Bob announces that each of the 4 nominees to the Board of HDC.

Martha Lane - 10 Yes

Seth Rogovy - 8 Yes, 2 No

Paul Barrett - 9 Yes, 1 No

Paul Colarusso - 9 Yes, 1 No.

All individuals are voted to join the board by ballot vote majority.

Don speaks to the board for his last meeting. He feels grateful to all for all your service.

b. Board Officer Nomination

Chris nominates Bob Rasner to serve as President. Steve SECONDS. ALL IN FAVOR. MOTION PASSED.

c. Retiring Board members recognized

Bob thanks both Chris and Don for their hard work during their service on the board at HDC. Chris has served two consecutive terms. Don is now working with the Mayor.

4. BUDGET—a draft has been given to the Board and we will revisit at the next meeting.
5. ANNUAL BOARD REVIEW—Branda Collects the annual board review forms and will report back if there are any major issues.
6. ADJOURNMENT Walter MOTIONS to Adjourn at 1:07 PM. Chris Seconds. ALL IN FAVOR.