

HUDSON DEVELOPMENT CORPORATION



Monthly Board Meeting Minutes

October 22, 2019

12:00 PM

1 North Front Street, Hudson, NY 12534

PRESENT:

Mayor Rick Rector
Bob Rasner
Tom DePietro
Kristan Keck
Nick Haddad
Paul Barrett
Martha Lane
Phil Forman
Paul Colarusso
Carolyn Lawrence
Steve Dunn
Seth Rogovoy

ABSENT:

Gregg Carey

STAFF:

Branda Maholtz

1. Call Meeting to Order
 - a) Bob Calls the meeting to order at 12:04 PM. He briefly addresses the Planning board meeting in regards to CSX parcel, and it's success, that everything is in process and set to close tomorrow.
2. Minutes: Paul Barrett
 - a. Review and Approve September meeting minutes. Nick MOTIONS to accept the minutes. Paul C. SECONDS. ALL IN FAVOR. MOTION PASSED.
Review and approve October Special meeting Minutes.
3. Financial Report: Phil Forman
 - a. Review and approval of September Financial Report Carolyn MOTIONS to accept financials. Paul C. SECONDS. ALL IN FAVOR. MOTION PASSED.

4. Old Business

a. CSX Parcel: Steve Dunn

- i. Planning Board Approval – Planning Board approved, everything has been filed with the county.
- ii. Closing scheduled for October 30

b. KAZ Warehouse

- i. Removal of trash – Bob comments that It will be at least \$10,000 to clear out the building, but we are not sure we will be able to get that return in the short time frame. We don't have a staff to run this, we don't have the ability to make a business plan or the building appropriately secure to run what is essentially a small business. Paul comments that we are not a real estate holding company. He also doesn't think we should invest money. Nick feels that we need to have the building empty as well for potential developers. Martha asks about the cost to clear out, and Nick said it was difficult to deal with the county trash services. He also brought in a "picker" and she may be interested in some things. Rick is concerned that the place is not secured and the board agrees that it should be. Seth asks if there is potential for someone else to open this type of small business if someone else runs it. Bob agrees that this might be feasible. Martha comments that there is an expense to cleaning and the board needs to be sure this is an allowable expense under its contract with CEDC. Phil comments that Nick's idea is viable but we've started too late as many boats are out of the water at this point. The probability is not great and I'm not sure that anyone would feel secure putting expensive items in a non-secure building. He does not feel that it is worth it for this year. The board agrees that the timing is too late for this year. Rick asks about using a company to come in and help us, but because of the issue of not knowing the weight, it is hard to estimate. Paul C. suggests getting rid of the small items and moving the larger items to one area to make it easier. Rick comments that we don't have people to do the work. Paul C. has offered his services for loaders, etc. The board turns the

conversation towards the future of the space. If we are not going to rent it, we maybe shouldn't spend the money. We had developers before that were not concerned about the trash and the expense. Seth asks again why we would be putting time and effort into the building if we are going to end up taking it down as the DRI funds are slated to do. The board reaches a consensus that we should not put funds into clearing the KAZ, but will consider future ideas.

- ii. Leasing Office upstairs: The board discusses the potential for renting out the offices upstairs and Phil feels that we should be wary about renting out the space as we will be busy in the future. There has been interest for renting part of the space upstairs for a year. This still requires approval from the City. Phil clarifies that he doesn't want to give up the space, but having a temporary renter is better, perhaps on a month to month basis. Bob asks Tom and Rick if there is an opportunity to do so—it goes to the City Attorney then the Mayor can approved it. Steve Dunn finds the situation confusing as it's not for the entirety of the lease, so the city shouldn't be involved. He feels that if we have a real offer, we can submit it. But there's no reason until we have an offer to rent. Phil interjects that we aren't going to solve this here, so we should wait until there is an offer and we have more specifics. Branda asks about logistics with keeping files and sharing internet. Steve comments that that would be worked out in the lease when it comes to pass.

- c. ByLaws revisions: Martha Lane and Paul Barrett- Working discussion with the draft, Bob passes out copies with changes marked. We will not be voting on this today, we need to have a legal review of the bylaws as well.

Page 3, Staggered terms. 2,3,or 4 year terms. This would come into effect as new members come onto the board.

Page 3, More clear mechanism for board members not attending. The board discusses this briefly. Excused absences don't seem to make sense. Some members have trouble with the idea of automatic removal

as there are always circumstances. Steve asks if that applies to the Ex-Officio members of the board as well. The first sentence states that ex-officio cannot be removed this way. Seth comments that the trigger of a board vote is a good way to handle this. Bob asks about the voting for ex-officio, and Martha states that most examples they saw, they were voting. Bob asks the Mayor and Tom how they feel about it. Tom says he's ok with it, but doesn't like the loyalty clause. (Article ix). Many people agree that the language isn't accurate.

Tom MOTIONS to reinstate Majority leader, Minority leader, and Planning Chair to the board as ex-officio members. Steve Seconds.

Discussion is open: Our numbers, currently are 13, but are to not more than 15. There is discussion about the appointment of Majority and Minority leader and whether it's important for HDC to have partisan members or to have committee members like from economic development. There is a suggestion to create a new appointment that is chosen from the council. Phil finds the suggestion for committees more appropriate. Tom withdraws his motion. Paul C. Seconds the withdrawal.

Annual report: mandatory every year, with everything required in the report. These suggestion are to make sure we are following the laws and are transparent. We are stating these in order to make sure they are followed.

Page 6: Executive committee establishment. Steve asks about the establishment for the powers and the charter. They do not have the power to act on behalf of the board unless there are parameters. set limits. Bob asks about including the past-president on the executive committee. The Mayor feels that there should be special groups or committees, but the executive committee can run awry. The executive committee, right now cannot meet without a quorum. Tom feels that they could meet but it has to be an open meeting. Previous executive committees were acting beyond their power.

p. 10 FOIL parameters added.

The board wants to inquire about loyalties. Seth MOTIONS to remove Article. 1X, Duty of Law is removed. Tom Seconds. They will look into it.

Seth has researched and it could be unconstitutional according to a lawyer. Bob asks if there is any more discussion. Bob TABLES the MOTION.

On page 11. Added the word “Perceived” to conflicts. ABO makes this clear. Phil brings up the point that there’s no “by whom” and it makes it confusing. The board discusses this and it usually up to the person, and the board can vote as well.

5. New Business

- a. HDC Real Estate holdings review – We have one residential parcel in Hudson. Paul Barrett took a look to see what we have. There is one parcel on Mill Street. There are others in Greenport, underwater. Paul will bring materials to the next meeting to share with the board. Bob comments that we might consider divesting of the property.

6. Public Comment: John Kane inquires about having ad hoc committee that reports to the executive committee to be able to act faster.

7. Adjournment: Martha MOTIONS to ADJOURN at 1:30 PM. Rick SECONDS. ALL IN FAVOR. MOTION PASSED.