

HUDSON DEVELOPMENT CORPORATION



Special Board Meeting Minutes

June 1, 2021

12:00 PM

1 North Front Street, Hudson, NY 12534

PRESENT:

Bob Rasner
Nick Haddad
Paul Barrett
Phil Forman
Kristan Keck
Paul Colarusso
Seth Rogovoy
Martha Lane
Chris Jones
Susan Knauss
Tom DePietro
Mayor Kamal Johnson
Steve Dunn
Pete Schram

ABSENT:

STAFF:

Branda Maholtz

1. Call Meeting to Order: Bob calls meeting to order at 12:03 PM.

Introductory Remarks by Robert Rasner:

Good afternoon fellow board members and Hudson citizens in attendance. Thank you for joining us this afternoon. For quite some time, we have all been on a journey—a journey that has brought us to today's special meeting of the board. Along the way, as we did when we were kids, we asked, "Are we there yet?" The answer to that question today is, "Very, very close." It is worth looking back to help

us understand why we now look forward. The journey seems to have started about 3 years ago, early in 2018. The HDC board membership was down to 9 members and was weak on financial footing. We had two choices: fold up your tent and go home, or see, in adversity, promise and opportunity. Or as the saying goes, GO BIG OR GO HOME. At the time of our March 2019 annual meeting, the board membership had been rebuilt to 13 members, our limit is at 15. We were underway with rebuilding the board, we had new members well known for their leadership and community support. Martha Lane, Paul Barrett, Paul Colarusso, Phil Forman, Nick Hadded, Seth Rogovoy and Pete Schram joined us. Currently, there are only two board members that were here for the past efforts to sell this property. This new group picked up the pieces of two failed bidding RFP efforts and looked ahead. Besides abysmally low purchase price offers, investors at the time unanimously told us the site lacked Front Street access, and that was vital to any future uses for our property. You'll recall that parcel providing access was at the time owned by CSX. An aside: CSX has over 19000 employees, manages 21000 mile of rail track in the US and last year had sales of 10.6 Billion dollars. And we wanted to purchase 8/10th of an acre of their land in Hudson, NY. You all know that we heard that it can't be done, and that CSX wouldn't even speak to us. Board member Steve Dunn, with the support of each of you, negotiated the purchase agreement with CSX. The CEDC listened to our appeal for a mortgage favorable, and in October 2019, we took possession of that Front Street Parcel. Mission Accomplished. But heard from the back seat, "Are we there yet?" No kids, not yet, but we're getting closer. We were then posed to move toward what lies before you today. Over the past two years, through many site visits with almost 10 prospective investors, we came in recent weeks, to two very strong proposals. Those proposals were placed in front of the board in preparation for this meeting. At 20 minutes past 7 yesterday morning, I was advised that one of the offers was being withdrawn. No reason was given. I have spoken with that investor's attorney; but have not been told of any specific rationale for their decision. In all our meetings over 6 months only one concern was ever voiced regarding the transaction. Any thoughts as to why they withdrew are, at this point, speculation. I immediately contacted the second investor to determine the standing of the

remaining offer on the table. He met me with 15 minutes notice and listened carefully. I was giving him the opportunity to reconsider his offer in light of the other investor's withdrawing. I was advised this morning that his offer stands firm. No reduction. He emphasized that the offer extends to today's meeting. Should we not be able to come to a decision, the offer will die, without any further extension. So there you have it. "Are we there yet?" Almost, kids, almost.

II. Disposition of Montgomery Street Parcels

Paul MOTIONS to accept the offer in front of the board. Phil SECONDS. As per ABO policy the board is able to go into executive session to discuss the real estate transaction.

Paul MOTIONS to go to executive session at 12:23 PM. Chris SECONDS. Tom votes NO to Executive Session. Majority in FAVOR. The MOTION PASSES. The board moves to Executive Session.

MOTION to return to public meeting by Phil. Pete SECONDS. ALL IN FAVOR. The board returns from Executive Session at 12:56 PM.

The MOTION on the floor to stands for accepting letter of intent for offer for the purchase of the Montgomery Street parcels. A roll call vote is taken. ALL IN FAVOR. Unanimous. MOTION PASSED.

III. Adjournment: Martha MOTIONS to Adjourn at 1:02 PM. Paul. SECONDS. ALL IN FAVOR. MOTION PASSED.