

HUDSON DEVELOPMENT CORPORATION



Board Meeting Minutes

March 22, 2022

12:00 PM

1 North Front Street, Hudson, NY 12534

PRESENT:

Mayor Kamal Johnson
Bob Rasner
Tom DePietro
Nick Haddad
Phil Forman
Paul Barrett
Seth Rogovoy
Steve Dunn (Via Teleconference/Zoom)
Martha Lane
Chris Jones
Kristan Keck
Pete Schram
John Friedman
Paul Colarusso
Susan Knauss

ABSENT:

STAFF:

Branda Maholtz

- I. Call Meeting to Order at 12:05 PM by Bob Rasner.
- II. Minutes: February Meeting – Paul MOTIONS to Accept the Minutes. Nick SECONDS. ALL IN FAVOR. MOTION PASSED.
- III. Finance: Phil Forman:
 - a. Monthly Finance Report – Chris MOTIONS to Accept the monthly financials. Susan SECONDS. ALL IN FAVOR. MOTION PASSED.
- IV. Old Business

- a. Disposition of Montgomery Street Property: Update: Bob reports that this is the last time you will see this on the agenda. The sale closed as intended on March 4, 2022.
- b. Strategic Plan for the Future of HDC: Bob reports that there is a lot of work happening outside of the regular board meetings. There are a lot of phone calls as we set the framework for our strategic plan. Phil reports that our north star will be our mission statement. Phil opines: We are uniquely suited and required to focus our energy on business development and job creation in Hudson. It brings up the issue of tools and how we accomplish this. We must be able to think deeply and articulate this within the board and to the public. We must recognize that we have financial instruments to get work done in these areas. We need to perhaps consider looking at them from end to end. We can create opportunities; we have things we can do. But for Hudson, this transaction will be a 20-30 Million project to come, putting tax revenue back to the city. It will have enormous impact on Hudson. Phil continues, in terms of board challenges, we have to provide the pros and cons and the strategic possibilities to identify benchmarks, deliverables, looking toward CEDC as a partner and guidance. If we spend carelessly, the funds will be gone quickly. As we look to provide more services, we need to consider that we need more people. We have one staff person and a part-time accountant. He comments that Branda has been extremely helpful and 'brilliant' in making sure that we are approaching our strategy in an effective way. Is there a logic by looking at timeframe, and what we spend. Shall we invest in the short term? We have donation as a tool, we not familiar with what CEDC has done for year like loans. We haven't investigated direct investments. We can entice new business to come to town, we need to have a vetting process. There is a lot to consider, and we need to have our board putting their skills to use. John Friedman asks what the next steps will be. Phil and Branda are working on information gathering from the board to start. We need to try to pull together ideas and what's possible. Susan comments that she would like to focus on meeting the U.N. sustainable goals. We have the opportunity, she feels that we have to look towards the future and be aware of all the activities in the county so we can do our best to fill this gap to our best ability.

(Break for lunch 12: 50 PM)

Robert Rasner's final address to the board. (See attached.) Bob is presented with a plaque of appreciation for his service and leadership during his tenure on the board as President.

(1:35 Regular meeting Resumes)

- c. Nominating Committee: Bob reports that this is an ongoing assignment as we are looking to put community members on committees as well. Bob feels that it is important to have a continual search. Seth Rogovoy has joined the nominating committee. They will start having meetings again next month. Anyone that has suggestions for new board members or other volunteers, please let the committee know. Phil inquires if we can start looking for other skills that might help us in the future. Kristan agrees that we have been finding great people that might be able to serve, but we need more specific direction for the board spots and what we, as HDC, will be looking for in the future. Martha suggests having a coffee hour to meet more people. Seth adds that he doesn't feel like we should emphasize the committee as a "feeder" for the board itself, though this is a possible way to join the board. He feels there can still be a 'direct' to board position for anyone that is qualified. Martha reports that they will resume meeting in April.
 - d. Transportation Committee: Nick reports that they had an Initial Meeting for introduction and conversation was centered around simplifying their focus. Two issues most discussed was the truck route and parking where we could start thinking about solutions. Committee members will be Nick, Susan, John, And Paul C., Pete, and Chief Moore and Dom Merante from the community serve on the board. Susan addresses the board about continuity so we can see what projects are in the city of Hudson. She would like to have a website so that the information is accessible. Seth asks if the community committee members should sign NDAs, confidentiality agreements. John feels that NDAs are unnecessary. We should have a policy that is clear with the community committee members. Branda will ask Kristal about this topic and her guidance on this issue.
- V. New Business
- a. HDC is LDC not Public Authority: Branda put together a one-sheet (see attached) with links for research and reading so that there is an understanding amongst the board

and the public about the designation of HDC. This has been posted to the HDC About page as well.

- b. Hudson Business Coalition Sponsorship: Walking Guide – Branda received communication from Alex Petraglia for HDC to continue to be a main sponsor for the Hudson Walking Guide, a legacy project that started with HDC. Martha MOTIONS to sponsor HBCi with \$1000 for the Walking Guide Project. Phil SECONDS. ALL IN FAVOR. MOTION PASSED. Phil also mentions that we may want to consider setting aside a set amount of funds that Branda will have the ability to donate or sponsor to worthy Hudson projects within the community. At this level, he does not feel that Branda needs to ask the board about such expenditures. Phil will work to put together a budget for board approval.
 - c. Updates from City: Mayor and Council Pres. -- Mayor Johnson reports that Promenade Hill Renovation is to be completed by May 2022. This is the first city DRI project to be completed. Another round of UBI (Universal Basic Income) project will this year as well.. He has also been working on a mental health initiative to provide two staff persons from Columbia Greene Mental Health to fully assist some of Hudson’s homeless population and the needs that they have.
 - d. April Meeting: Regular Monthly Set for 4/26/2022
- VI. Public Comment: None
 - VII. Adjournment: Paul MOTIONS to Adjourn the Regular meeting at 2:17 PM. Martha SECONDS. ALL IN FAVOR. MOTION PASSED.

ANNUAL MEETING

- I. Call Meeting to Order: The annual meeting is called to order at 2:17 PM.
- II. Annual Meeting
 - a. Approval of 2021 Audit: Matthew Vanderbeck and Nicole Overbaugh from UHY Advisors present the yearly audit report. There was a yearly ongoing concern about the capacity and liquidation of the agency. Now that the sale of Kaz warehouse is closed, this is no longer a concern. The auditor feels as though HDC has made good decisions in preparation for the sale in regard to the separation of duties for the Executive Director and financials by hiring an independent bookkeeper. They are

available to provide guidance as we continue to put together policy for the agency for investments, loans programs, and other anticipated programming.

PAUL MOTIONS to accept the Audit for 2021. Chris. SECONDS. ALL IN FAVOR.

MOTION PASSED. Branda will finalize the paperwork with the auditors and post all the required documentation to PARIS for the ABO.

b. Annual Board Evaluation: Bob reminds the board to complete this online.

c. Nominating Committee, Board Officers:

- i. Chris Jones, President
- ii. Nick Haddad, Vice President
- iii. Phil Forman. Treasurer
- iv. Paul Barret, Secretary

Martha MOTIONS or the full slate of board officer positions. Paul Barrett

SECONDS. Majority in favor. MOTION PASSED.

President: Chris Jones VP: Nick Haddad Treasurer: Phil Forman Secretary: Paul Barrett

		President: Chris Jones	VP: Nick Haddad	Treasurer: Phil Forman	Secretary: Paul Barrett		
Barrett	Paul	Y	Y	Y	Y		
Colaruss o	Paul	Y	Y	Y	Y		
DiPietro	Thomas	Y	Y	Y	Y		
Dunn	Steve	Y	Y	Y	Y		
Forman	Phil	Y	Y	Y	Y		
Haddad	Nick	Y	Y	Y	Y		
Johnson	Kamal	Departed Meeting for another Appointment					
Keck	Kristan	Y	Y	Y	Y		
Lane	Martha	Y	Y	Y	Y		
Knauss	Susan	Stepped away from meeting					
Rasner	Robert	Y	Y	Y	Y		
Rogovoy	Seth	Y	Y	Y	Y		
Jones	Chris	Y	Y	Y	Y		
Friedman	John	Y	Y	Y	Y		
Schram	Pete	Y	Y	Y	Y		

III. Adjournment: Paul B. MOTIONS to adjourn at 2:25 PM. Nick SECONDS. ALL IN FAVOR.

Robert Rasner's Final Board Remarks:

Good afternoon fellow board members and guests.

Return with me to late 2018. Only five persons presently on our Board were on the Board were with us at that time. Our long-standing Executive Director had recently left our employ and recent Board resignations left us with just 6 official members. Some who were on the Board will recall being encouraged by friends not to continue with the HDC... it was a losing cause we were told. We, the Hudson Development Corporation, found ourselves faced with

- Three failed proposals for development of the property we owned on Montgomery Street. It had no access or exit from Front Street due to CSX owned property that blocked any right of way.
- Angry members of the public mistakenly assumed we were a part of the governance of the City of Hudson, or that we were indebted to the City, or received tax funds of sort to support our work.

These assumptions were not true then nor are they true now. We were then and remain to this day an independent, charitable, autonomous, tax-exempt organization. Three months later our Board President resigned. To summarize this depressing situation, the following spring our Auditor reporting on 2018 finances said, in part... "The Organization has suffered recurring losses from operations and has limited assets which are believed to be marketable for the purpose of liquidation. The organization continues to incur an operating loss each year" The words LIQUIDATION and OPERATING LOSS seemed to burn a hole in the paper on which they were typed.

The following year, 2019, we started building a new team, an ongoing effort that continues today. We set what we felt were realistic and attainable goals. We started with smaller challenges from which we could learn and built on those experiences.

- To solve the problem of access to our Montgomery Street parcels we purchased a small, but important parcel from CSX, a vital step to maximize the value of our largest asset. This purchase was made possible by the support of the CEDC in the form of a loan.

- We successfully negotiated three leases for parking and storage on our Montgomery Street property, providing revenue for operating funds.
- We sold a residential lot on Mill Street, thus placing it back on the city tax role.
- Sold land-locked acreage in Greenport on Mt. Merino.
- Sold our largest asset, the Montgomery/CSX parcel, once again placing property onto the City tax role.
- Last month we agreed to renew our lease at one North Front Street. The value of that lease to the city exceeds a quarter of a million dollars.
- These transactions, Mill Street, Montgomery/Front Street, and our lease renewal, will immediately bring new revenue of almost \$70,000 per year to the City of Hudson. As the vacant parcels are developed this amount will increase dramatically.
- We Paid off our loan from CEDC eight months early.
- We employed Branda Maholtz, as our full time Executive Director Then, just when we seemed to be making progress, the pandemic presented new challenges.

Like everyone, we were not prepared for the impact of what was to come. We assembled a large group of community members and leaders into what we termed an EMERGENCY TASK FORCE. In all, 35 individuals worked on three committees to ease the burden of the pandemic's effect on Hudson. Over the ensuing months Seth and his team on our Cultural Task Force raised almost \$20,000 and distributed it to our arts community. A committee headed by Nick focused on real estate issues, working with landlords and lenders to ease the mortgage and lease burdens of the pandemic. Other committees worked on hospitality and lodging challenges.

Now, how did we meet all these challenges and grow the organization? Back to 2019. Recall that when accepting this job as your president I said I viewed the challenge like that of a ball team manager. The owners hired the manager and told him he needed to assemble a team capable of winning the world series in three years. I never was good and playing ball, but I knew a good player when I saw one. I enjoyed watching the strategy of the managers as it unfolded and responded to changes as the game progressed. In summary, it was the president's job to organize and motivate an HDC team. What motivated me to undertake this task? During the most difficult times for the HDC I asked how others felt we might proceed. One person got right to the point. "The HDC will fail and

cease to be. I am sorry to say so, but I do not believe it can lift itself out of its current situation." A favorite saying came to mind: "In the face of impending failure the best strategy is optimism." What does it take to build a winning team? Members of a team must always be on time and show up for practice. This is fundamental to success. Whether baseball, basketball, or a board of directors, you've got to show up. "Half of winning is just showing up on time."

They must be willing to help each other. They must be able to withstand the occasional booing from the fans. They must be able to come to a consensus. They must look straight ahead and stay focused. Stay positive and believe we can succeed. Believe. Never give up.... Never give up.... Never, ever, ever, give up. You know deep inside that at some point this will get easier. And you didn't. You did not give up. Back to the Auditors. We changed auditors but the darn words Liquidation and Losses kept showing up in 2020 and 2021. It was beginning to sound like a broken record. A broken record? That sure dates me. But when our Auditor writes the notes for the 2022 audit, the warnings of a dark storm cloud threatening to rain out the last game of the world series will be absent. We now are a solid organization on solid financial ground. You, each one of you contributed to this end. . You, and every citizen who has served on this Board since our founding 46 years ago, have contributed. You and our allies that were always there when we needed a fresh look or a bit of perspective, have contributed During our toughest times financially a local citizen, not having ever served on this board, stepped forward and made a personal, interest free loan that got us past that rough patch. Thank you for believing in us David.

Immediately following the meeting when that loan was announced I was approached by another citizen who told me quietly, "If the HDC needs more, just ask." When new to this board, I met Kristal Heinz, first as our corporate counsel, then as a fellow board member. As we grew these past few years it became apparent, we once again needed an independent attorney. Kristal accepted my invitation with enthusiasm. We are certainly a better and stronger organization with her guidance. She has been readily accessible, and, more than our attorney, she is our full-time advocate. Thank you, Kristal.

I called a gentleman with whom I was not personally acquainted, explaining I needed to better understand a bit of waterfront history. He graciously invited me to his home The

next day I found myself at his kitchen table pouring over yellowed news clippings of days gone by... oil tanks on the riverfront... who knew? He provided a better understanding of what had transpired years before that I could have garnered in any other way. He had been there. He had led the city through much of that change. Thank you, Rick Scalera.

During my first summer in Hudson, I had connected with an avid cyclist. It would be several rides together before I realized he was president of Common Council. "So how are you going to use your skills and experience to the benefit of Hudson?" he asked. It was a genuine invitation to be part of this community in a meaningful way from a man that understands the value and power of community service. Thank you, Don Moore. R Rector, like Mayors before him, and like Mayor Johnson today, served on this Board as an ex-officio member. He was an active participant and vigorous debater. Each of these gentlemen have been helpful and accessible to me on this journey. Each have said, "How can I help?". They have opened the door to the Mayor's office when I sought their counsel. I salute them for guiding our city and fitting in to that enormous responsibility, time for the HDC. Thank you Rick. Thank you Kamal.

I have relied heavily on Branda Maholtz. On our ball team, she was to be the batting coach. At the onset I asked that she rethink how volunteer organizations can be successfully managed and if that could fit with her mindset. My experience and training have led me to believe that staff of a volunteer organization does not take the lead but is a resource that enables the volunteers to function most effectively. Let me repeat that: Staff is a resource that enables volunteers to function most effectively. That was new for Branda. She has risen to that challenge. I respect and admire her for making that transition so smoothly. Thank you Branda

To each board member, thank you for three years that I shall never forget. Your journey starts anew this afternoon. I'd say good luck, but I have learned that the harder one works the luckier one seems to get. So let me wish you HARD WORK. Thank you for your commitment to a better Hudson and for your friendship. Safe travels and good health to each of you.