

Minutes
Hudson Development Corporation
Tuesday, November 26th, 2024
One North Front Street
Hudson, NY 12534

A regularly scheduled meeting of the Hudson Development Corporation (HDC) Board of Directors was held at the offices of the Columbia County Chamber of Commerce located at One North Front Street, Hudson, NY 12534 on Tuesday, November 26th, 2024.

Meeting was called to order at 12:03 PM by Christine Jones, President.

- President Jones welcomed Board and members of the public, thanked Board Members for their service, and confirmed that we are conducting a hybrid meeting.

Name	Title	Status	Arrived/Departed
Paul Barrett	Secretary	Present	
Paul Colarusso	Board Member	Present	
Tom DePietro	Board Member (Ex-Officio)	Absent	
Phil Forman	Treasurer	Present	
John Friedman	Board Member	Present	
Nicholas Haddad	Vice President	Present	
Mayor Kamal Johnson	Board Member (Ex-Officio)	Absent	
Christine Jones	President	Present	
Kristan Keck	Board Member	Present	
Martha Lane	Board Member	Remote	
Seth Rogovoy	Board Member	Absent	
Britt Zuckerman	Board Member	Present	
Kristal Heinz	HDC Attorney	Present	
Jan Egan	Scribe	Present	

• **Request for Ratification of October Minutes**

- President Jones asked for a motion to approve October Minutes as submitted.
- Secretary Barrett so motioned, seconded by member Zuckerman and motion unanimously carried.

President's Monthly Notes

- President Jones reminded all that HDC has almost finished due diligence for the ***JLE Elementary School Adaptive Reuse Project*** acquisition.
- Will go into Executive Session later in meeting to discuss finding and financial aspects.
- Discovery of physical and environmental aspects of building as well as uses of the building (tenant occupants, businesses, government, etc.)

- Led to collaboration with board members, community experts and local organizations.
- Continue to believe that JLE is an asset for the Hudson community.
- Varied and important uses for the building offering public spaces, auditorium, gym, classrooms, etc.
- Environmental tests were conducted in July throughout the building.
- 2 weeks of work conducted in the building, and 2 weeks to write the report, which was received by HDC in late September.
- Original thinking was that JLE building would be relatively easy to upcycle for new purposes.
- Reconstruction/remediation will disturb everything in the building; HDC now has estimates to remediate and install new HVAC systems, ceilings, etc. to get a “clean building.”
- HCSD used parts of heating and cooling systems in other buildings, so would need to be replaced.
- Grants can help with remediation costs.
- HDC has a much better understanding of needs of community for adequate and safe childcare.
- Bard College, CGCC, and CIA also are enthusiastic about certificate training programs here in Hudson.
- These relationships will be important to HDC as we move forward in 2025 to support and grow our current workforce.
- Business Roundtables were difficult to launch this fall; HDC will work with HBC and Chambers in January.
- Attorney Kristal Heinz will discuss board member term limits and bylaws.
- Bob Rasner (former HDC Chair) and Don Moore (former HDC board member) will present a proposal to revise Hudson’s city government.
- December meeting will be moved to 12.17.24 in the late afternoon.

• **Treasurer’s October Financial Report**

- Monthly Financial Report presented on screen and handouts.
- Treasurer Forman noted that HDC continues to add to professional fees and services.
- Many expenses are associated with due diligence process for JLE project.
- No change in HDC brokerage portfolio and continue to maintain a rate of return of about 5%.
- HDC needs to submit Jess Wallen’s payment which reflects over 4 months of work; Treasurer Forman asked for a motion to approve \$16,400 to release payment.
- Secretary Barrett so motioned, member Friedman seconded, and motion unanimously carried.
- UHY audit will begin after January 1st, 2025.
- Treasurer Forman informed the Board that he has reviewed all monthly bank statements and monthly brokerage statements since beginning of 2024.

• Old Business

Board Terms and Bylaws, Revision Suggestion

- Attorney Kristal Heinz noted that we are a working board (no paid staff), with a 3-year term with 3-year renewal.
- NY Not-for-Profit corporation law allows for longer term wherein members of board have a term of office, either as ex-officio or within the corporation itself.
- Suggestion is to allow HDC officers to have a Board seat that runs with the officer position (much like the ex-officio positions of Mayor and Common Council positions currently).
- This way, HDC management's institutional knowledge will be retained.
- Suggestion is to change HDC Bylaws to allow for corporation's Officers and ex-officio positions to keep their seats.
- President Jones asked about HDC members who are not Officers—is there a way HDC can ask them to serve another term.
- Attorney Heinz explained that this is probably not a good idea, as point of HDC members is to encourage new members to join to encourage new ideas and fresh opinions.
- Secretary Barrett asked for confirmation that the revision to Bylaws is for Officers only.
- Attorney Heinz confirmed.
- HDC set 3-year term limits, 5-years in maximum.
- Ex-officio officers do have voting rights.
- President Jones asked HDC members for feedback.
- President Jones asked for motion to revise Bylaws to extend Officer's terms.
- Motion made by Treasurer Forman, seconded by member Colarusso.
- Motion unanimously carried.
- Member Friedman asked about new members – are there any? President Jones explained that Nominating committee will be meeting with candidates (3 are possibly being considered.)
- Diversity is key: different experiences, thinking, backgrounds, and love for Hudson are criteria.

• New Business

Bob Rasner Government Charter

Bob Rasner presented and read a document titled “Hudson Renewed—a Citizen’s Initiative for Charter Change.”

- Mr. Rasner presented the document as an informational update for HDC board members.
- President Jones noted that this is the first presentation of the proposed revised charter and not the work of the HDC.
- The proposal summary is as follows:
 - Five elected council members, one per ward. One council member will be elected to chair the council.
 - One city manager, hired by council members and reportable to them.
 - One mayor, elected.
 - Term limits: three, 2-year terms for elected officials.

- Next steps will be to gather signatures at the Hudson Farmer's Market.
- Requires 204 signatures, per state requirements. (If it fails to pass through City Hall, need another 102 signatures.)
- Website is in development and will be launched within 2 weeks.
- "Hudson Renewed" is working title for website.
- Don Moore spoke about Mayor terms and noted that longer-serving elected officials can provide consistency and action.

President Jones asked for motion to adjourn to an Executive Session to discuss JLE update.

- Member Haddad so motioned, member Friedman seconded, and motion unanimously carried.

President Jones asked for motion to adjourn the Executive Session.

- Member Haddad so motioned, member Friedman seconded, and motion to adjourn Executive Session unanimously carried.

President Jones asked for motion to support a meeting with the Hudson City School Board and releasing due diligence information to School Board.

- Member Barrett so motioned, and motion unanimously carried.

Next Regular HDC Meeting is Tuesday, December 17th at 4 PM.

With no other business to be conducted, and no further public comment, President Jones asked for motion to adjourn November meeting.

- Member Barrett so motioned, Treasurer Forman seconded, and motion to adjourn unanimously carried.
- Attorney Heinz noted for the record that HDC members should not state that "we can talk more" after HDC adjourns the meeting.
- November meeting adjourned @ 1:06 PM.

Respectfully submitted by Jan Egan.