

**Minutes
Hudson Development Corporation
Monday, September 23rd, 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 Monday September 23rd, 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	Absent	
Tom DePietro	Board Member (Ex-Officio)	Present	
Phil Forman	Treasurer	Present	
John Friedman	Board Member	Present	
Nicholas Haddad	Vice President	Present	
Mayor Kamal Johnson	Board Member (Ex-Officio)	Present (PT)	
Christine Jones	President	Present	
Kristan Keck	Board Member	Present	
Martha Lane	Board Member	Excused	
Seth Rogovoy	Board Member	Remote	
Britt Zuckerman	Board Member	Present	
Kristal Heinz	HDC Attorney	Remote	
Jan Egan	Scribe	Present	

• **Request for Ratification of August 27th Minutes**

- President Jones asked for a motion to approve August 27th Minutes as submitted.
- Secretary Barrett so motioned, seconded by member Zuckerman and motion unanimously carried.

President's Monthly Notes

- Entering third month of due diligence for **JLE Elementary School Adaptive Reuse Project** acquisition; halfway in on go/no-go decision to purchase building.
- This last month HDC has come into a greater understanding of the building; greater issues than anticipated.
- Roof is in good shape; it's been replaced more recently.
- Report from Ambient Environmental: very detailed and technical.

- Zoom call about the report; CD Wolford was hired to do evaluation, not the remediation...and is acting on HDC behalf.
- After remediation, Ambient will return to give us a “clean” bill of health.
- Conducted a second Hudson Focus Group, which was very helpful: clarified the need for a “why” the HDC is doing this.
- The financial aspects of how this project will be funded/sustained needs some work and clarification.
- Peter Spears was in the Focus Group meeting and President Jones shared his thoughts: to create more public space and more opportunities for community to learn. (A more evolved version of a “school, with re-imagined collection of services for education etc. for Hudsonians of all ages.)
- Learning/Gathering/Community is at the center of this project.
- Community Opportunities Center with a focus on jobs, job-enablement, “skilling”, etc.
- Parking lot should be more “park” than parking, according to Spears.
- Best gym in all of Hudson would be perfect for the Youth Center.
- Day care/youth activities would be critical as well.
- Need to sharpen HDC message around the “why”.
- Next up is Families of Woodstock for Focus Groups.
- Consultation with System Engineer who has worked at many schools in the region: unearthed many equipment concerns of the system.
- Plumbing is an issue; boiler is missing a part. (Could be \$10,000 to fix.)
- Kirk Wilsley of Quantum Engineering in Selkirk came to consult; he spent 2 hours walking the building.
- Quantum Engineering gave a top line report: the systems (boiler, plumbing) need to be modernized and it would be good to demo and do the systems work before the remediation.
- Retrofitting may be possible with more sustainable upgrades.
- Every classroom is controlled by a vacuum system and needs to be upgraded.
- A large unused oil tank is underground and needs to be remediated.
- Need to create a working Pro Forma for the building.
- Member Lane put forward a consultant (Brian Zweig) who can help HDC.
- CEDC will fund 10 hours of work with Brian Zweig.

• **Treasurer’s Report**

- Monthly Financial Report presented on screen and handouts.
- Treasurer Forman presented Statement of Activity page: the preparation and analytics for JLE early-stage planning requires professional resources to analyze what needs to be done.
- HDC had to have this information, and it cost a little over \$100,000.
- Treasurer Forman noted that HDC is beginning to pull \$\$ out of principal and will reduce our return.
- Projected 2025 estimated budget and 3-year projection required by PARIS (NYS Authority’s budget office); not an audit per se, but proof that HDC is viable and has an operating budget.

- Worked with Julie Marshall (Denham Wolf), to help project the expenses moving forward.
- HDC does not have certainty regarding costs, so Marshall advises going forward with what is known. (I.e., taking 2024 12-month estimated budget, moving it into 2025 budget and incrementally adding 5-6%.)
- Unrealistic to do a projection for a 3rd party where HDC did not expect to have any revenue; we are going to complete 2-3 more meaningful grant applications, and thus a \$500,000 projection is a conservative number.
- Numbers for 2025 are “modeled-out” from 2024.
- Highlighted numbers are simply for Board to understand the thinking and calculations.
- Need two approvals: YTD 2024 expenses and HDC budget line for 2025.
- Treasurer Forman requested two motions: one for YTD 2024 expenses as outlined.
- Secretary Barrett so motioned, member Zuckerman seconded, and motion unanimously carried.
- Forman next requested motion to approve HDC projected 2025 PARIS budget.
- Secretary Barrett so motioned, member Haddad seconded, and motion unanimously carried.

• **Old Business**

Environmental Progress

- Ambient Environmental forwarded firms that will submit quotes for remediation: Martin Environmental Services, Jupiter Environmental, C&C Unlimited, Orion Demolition and Environmental Services.
- Ambient suggests we submit RFQ (Request for Quotes) to all with a date for a site visit together so all companies hear the same thing.
- President Jones will schedule a site visit for 10/7/24.
- Ambient suggests doing the work in the winter (which will save \$\$).
- Will review quotes and work with companies on numbers.
- Bank of Greene County can provide a “bridge” commitment for remediation work.

Remediation RFQs: HVAC/Plumbing/Heating Systems

- HVAC/Plumbing/Heating systems require mechanical plans, and President Jones will secure them.
- Need to bid out to 3 different firms: Quantum, Crawford and a third (perhaps from member Colarusso.)
- HDC Building Committee meeting will be held @ 4:00 PM on 9.24.24.

Community Outreach/Consensus Building

- Public Engagement Strategy planning continues.
- Families of Woodstock is putting a group together re: childcare focus group.
- Rich Volo is organizing a focus group as well.
- Jill Hanley (first principle at elementary school) is putting together another group of families and youth department.

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- **New Business**

- **Generating a Pro-Forma**

- Pro Forma: we worked with Denham Wolf at the beginning, but needed to wait until HDC had more information re: condition of building and specific tenant needs.
 - Pro Forma is a financial evaluation that includes all costs: buying, remediating, and renovating a building, as well as income that can be expected once building is completed.
 - Pro Forma determines whether a building purchase is a financially viable investment and is one of the most important things HDC can do to make an informed decision.
 - HDC needs to uncover some of these costs/factors, and Denham Wolf will help us understand how to write the Pro Forma. (Member Friedman will provide assistance on this.)
 - HDC needs to provide:
 - construction costs per square foot to renovate and remediate the building.
 - Allocate tenant space amounts and per square foot costs
 - confirm market rents/discounted rents/lease terms/confirmed operating costs including maintenance, taxes, insurance, etc.
 - CEDC will provide 10 hours to HDC as per above.
 - Denham Wolf put together an estimate, and President Jones handed out that estimate.
 - Executive Committee is having a meeting about this (approx. \$30,000/12 weeks) before putting a vote before the Board.
 - Denham Wolf will create a tentative space program which allocates every square foot to a tenant, confirm market rents (including discounted rents) and lease terms for each, confirm operating costs.
 - Denham Wolf will then incorporate all information and review a complete Pro Forma draft with the Board.
 - HDC is committed to providing key pieces: speaking to city about support/moving into JLE, engage an architect re: space, engage a cost estimator to calculate the full cost of the building, and finishing the interior of building to a “white box” state.
 - The second Denham Wolf cost is \$10,000 for 4 weeks: facilitate introductions to financing partners (this is a key piece of what HDC requires for funding.)
 - Looking at a substantial remediation project here; much more involved than originally thought.
 - Treasurer Forman explained that with all different kinds of tenants and the notion of a “public” space, it is tough to assign a square footage cost. *How to correctly estimate?*
 - Secretary Barrett spoke about a project (Keysville High School), that is very similar to JLE project. He will get more information because there may be some useful similarities and how they created their Pro Forma.
 - Member Zuckerman spoke about a potential redundancy in Denham Wolf’s estimate and members agreed to look into.
 - Treasurer Forman spoke about an “architectural feasibility report” necessary for grants and member Zuckerman explained.

- President Jones stated that 3 different firms would be working with mechanical engineer's drawings to give HDC a quote for HVAC/heating/plumbing systems.
- Member Rogovoy spoke about TSL's Linda Mussman's email to him regarding Hudson's programs for youth: there are many such programs, all serving similar populations.
- Ms. Mussman suggested it would be a useful exercise to study all programs to understand crossovers/populations to truly understand youth's needs in our community.
- HOST organization meets monthly to understand this, and President Jones requested information from Tom DiPietro and Mayor Johnson.

HDC Board Member Terms

- 8 Board members have terms that are expiring this March, including entire Executive Committee.
- HDC needs to add more members; HDC is pursuing several names that have been put forward by other members.
- Bi-laws state that there are 2 3-year terms (with exception of ex-officio members) and then step off.
- HDC does not have an Executive Director, and we are undertaking the largest project HDC has ever pursued.
- President Jones proposes HDC focuses on adding new board members with diverse skillsets.
- Also consider revising/amending by-laws to create a staggered approach to member terms.
- Winter Walk may be back for this year; Mayor Johnson to provide more details once he has them.
- September Business Roundtable was cancelled and re-scheduled for October.

Next Regular HDC Meeting is Tuesday, October 22nd at noon.

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

- Member Barrett so motioned, member DiPietro seconded, and motion to adjourn unanimously carried.
- September meeting adjourned @ 1:03 PM.

Respectfully submitted by Jan Egan.