

Choose Columbia

Columbia Economic Development Corporation

COLUMBIA ECONOMIC DEVELOPMENT CORPORATION

NOTICE OF MEETING

Please take notice that there will be a meeting of the Columbia Economic Development Corporation Executive Committee held on January 11, 2022 at 8:30am, at their office located at One Hudson City Centre, Suite 301, Hudson, NY 12534 to consider all matters presented to the Board for consideration. This meeting is open to the public. Due to public health and safety concerns related to COVID-19, and in accordance with the Senate and Assembly bills (S.50001/A.40001), the meeting will be also be held via **Zoom**, Join Zoom Meeting:

<https://us06web.zoom.us/j/89835111436?pwd=elpNVU1ldHFZZUIQMnZWdVRDY0RkQT09>

Meeting ID: 898 3511 1436, Passcode: 798524, Dial by your location 1 646 558 8656

Find your local number: <https://us06web.zoom.us/u/keprzSs3OG>

Dated: January 4, 2022

Sarah Sterling

Secretary Columbia Economic Development Corporation

CEDC Executive Committee

Agenda

Chairman:

David Fingar

Members:

James Calvin

Sarah Sterling

John Lee

Richard Cummings

1. Minutes, December 1, 2021 *
2. Charter Review*
3. 2021 Discharged Duties*
4. Staffing Review
5. New Initiatives Review
6. Strategic Plan Update
7. Public Comment

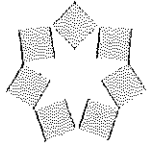
Attachments:

Minutes: December, 1 2021

Executive Committee Charter

2021 Discharged Duties

* Action Required



MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
Executive Committee
Tuesday, December 1, 2021
One Hudson City Centre, Suite 301
Hudson, NY 12534

A regular meeting of the Columbia Economic Development Corporation (CEDC) Executive Committee held in person and via Zoom due to the COVID-19 pandemic on December 1, 2021. The meeting was called to order at 8:30am by David Fingar, Chair.

Attendee Name	Title	Status	Arrived/ Departed
David Fingar	Chair	Present	
James Calvin	Vice-Chair	Present via Zoom	8:53am
John Lee	Treasurer	Present	
Sarah Sterling	Secretary	Present	
Richard Cummings	Committee Member	Excused	
Andrew Howard, Esq	CEDC Counsel	Present	
F. Michael Tucker	President/CEO	Present	
Tarah Gay	CEDC Board Member	Present	8:53am
Lauren Cranna	Business Development Partner	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Martha Lane	Business Development Director	Present	
Cat Lyden	Assistant Administrative and Bookkeeper	Present	
Joe Benson	Shadowbrook Farm, LLC	Present	8:53am

Minutes, September 22, 2021:

Mr. Lee made a motion, seconded by Ms. Sterling to approve the minutes from September 22, 2021. Carried.

Staffing Review:

Mr. Tucker stated the job descriptions for the Project Manager and the Administrative Assistant were being updated. He notified the Committee that Lorraine Bulson, the contractor hired as the Loan Processor had chosen to leave. Ms. Lane and Ms. Cranna would be taking over her assigned duties with DownHome short term.

Strategic Plan Update:

Mr. Tucker stated Ms. O'Loughlin would be contacting those Board Members she hadn't spoken to previously. He noted the two hour meeting would be held.

Other Business:

Mr. Tucker stated he would be meeting with the County officials regarding housing. He noted sewer and water availability would be key to the problem. He noted it appeared that solar, housing, broadband and

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transportation would be the primary interests for the county in the upcoming year. Mr. Tucker gave an update on the broadband project, noting it was moving forward. He reviewed the City of Hudson IDA public hearing held the previous evening. He informed the Committee the County IDA would be moving forward on Klocke Estates, and he anticipated an IDA application for a housing project to be sited in Greenport.

With no further business and no public comment the meeting was adjourned at 8:55am upon a motion by Ms. Sterling and seconded by Mr. Lee.

Respectfully submitted by Lisa Draluskuk

Columbia Economic Development Corporation

Executive Committee Charter

Purpose:

Pursuant to Article IV, Section 1 of the Corporation's bylaws, the Executive Committee is delegated to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this charter and the bylaws.

Membership:

The Committee will consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and up to three Directors as selected by vote of the full Board of Directors of the Corporation. The President/CEO shall be an ex officio member without a vote, invited to attend meetings of the Executive Committee unless requested not to attend by the person acting as Chair.

Meetings and Quorum:

The Committee shall meet as deemed necessary by the Chair. Members of the Executive Committee are expected to attend each committee meeting. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Chairperson shall preside over Committee meetings, which shall be open to the public in accordance with the salient provisions of the Open Meeting Law of the State of New York, as set forth within Article 7 of the Public Officers Law. Meeting agendas shall be prepared prior to every meeting and provided to the Committee members along with materials five (5) business days before the scheduled Executive Committee meeting.

Minutes of these meetings shall be recorded and a report of the Committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following the meeting of the Committee.

Powers and Authority:

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Organization. The Committee shall have the power to retain outside counsel or other advisors to assist it in carrying out its activities. The Organization shall provide adequate resources to support the Committee's activities, including compensation of the Organization's counsel and other advisors retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or as assigned by the Board from time to time. To fulfill its purposes, the Committee shall:

- Executive Oversight. Subject to limitations on its authority established by the Board, by laws or law, the Executive Committee shall oversee the performance of the

President/CEO and executive staff and make annual recommendations to the Board concerning performance, expectations, compensation and other considerations as required.

- Personnel Matters. The Executive Committee shall oversee the development of personnel policies and their implementation by the President/CEO.
- Call special meetings of the Board when required; and
- Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.
- Act on behalf of the Board on matters that arise between scheduled Board meetings or when it is not practical or feasible for the Board to meet, to the extent permitted by applicable law and regulations, the certificate of incorporation and the bylaws. However, the Committee shall **not** have the power or authority to act on behalf of the Board with respect to the following matters:
 - Adopt, amend or repeal any provision of the certificate of incorporation or bylaws;
 - Elect, appoint or remove directors or permanently fill vacancies on the Board or any committee of the Board;
 - Amend any committee charter or resolution of a Board committee previously established by the Board;
 - Amend the Organization's mission;
 - Approve or recommend to members the dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporate assets;
 - Appointing or terminating the appointment of the President/CEO;
 - Approve or modify the budget;
 - Add or eliminate programs previously authorized by the Board;
 - Change or add membership categories or the rights or benefits of membership;
 - Permanently relocate the main office

CEDC 2021 Executive Committee Report of Discharged Duties

During 2021 the Executive Committee:

- Reviewed and re-affirmed the charter.
- Completed and reviewed a self-evaluation and the Committee's discharged duties for 2020.
- Recommended CEDC donate \$10,000 to the Berkshire Taconic Foundation School Hot Spot Program.
- Reviewed and recommended an Anti-Nepotism policy.
- Discussed staff changes and additions
- Discussed possible changes to the Strategic Plan and heard the proposed changes to the Employee Manual.