



# Choose Columbia

Columbia Economic Development Corporation

## COLUMBIA ECONOMIC DEVELOPMENT CORPORATION

Tuesday, March 29, 2022

One Hudson City Centre, Suite 301

Hudson, NY 12534

A regularly scheduled meeting of the Columbia Economic Development Corporation (CEDC) Board of Directors was held in person and via Zoom at their office located at One Hudson City Centre, Suite 301, Hudson, NY 12534 on March 29, 2022. The meeting was called to order at 8:35 a.m. by James Calvin, Chair.

Attendee Name	Title	Status	Arrived/ Departed
Ruth Adams	Board Member	Excused	
Joseph Benson	Board Member	Excused	
James Calvin	Vice-Chair	Present	
Richard Cummings	Board Member	Excused	
Carlee Drummer	Board Member – Ex-Officio	Present via Zoom	
David Fingar	Chair	Excused	
Patricia Finnegan	Board Member	Present via Zoom	
Tarah Gay	Board Member	Present	
Derek Grout	Board Member	Present via Zoom	
James Lapenn	Board Member	Present	
John Lee	Treasurer	Excused	
Kenneth Leggett	Board Member	Excused	
Michael Molinski	Board Member	Present	
Anita Otey	Board Member	Excused	
Carmine Pierro	Board Member – Ex Officio	Excused	
Seth Rapport	Board Member	Present via Zoom	
Richard Scalera	Board Member – Ex Officio	Excused	
Sarah Sterling	Secretary	Present	
Brian Stickle	Board Member	Present via Zoom	
Andy Howard	CEDC Attorney	Present	
F. Michael Tucker	President/CEO	Present	
Lauren Cranna	Business Development Partner	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Martha Lane	Business Development Director	Present	
Cathy Lyden	Bookkeeper	Present	
Nick Haddad	HDC	Present	
Chris Jones	HDC	Present	
Branda Maholtz	HDC	Present	
Paul Barrett	HDC	Present	
Anand Balasar	A & C Custom Apparel	Present	

Acting Chair James Calvin called the meeting to order at 8:35am. He noted the group was one person shy of a quorum. Mr. Tucker welcomed the attending HDC members to the CEDC Full Board meeting. He reviewed the loan to HDC enabling them to sell the former Kaz property. He introduced Chris Jones, President of the HDC Board. She thanked the CEDC Board for the loan and looked forward to working together in the future. Ms. Jones introduced Nick Haddad, Branda Maholtz, Paul Barrett, and Martha Lane from the HDC Board.

Two additional members entered the meeting at which time, a quorum was obtained.

**Audit & Finance Committee:**

**2021 Audit:**

Mr. Tucker introduced Matthew Vanderbeck from UHY who would review the audit for the Board. He noted they planned to finalize the reports tomorrow. He noted due to the level of SBA financing, a single audit regarding compliance had been required. He anticipated completing that report in a week or two. He noted the government accounting standards report was required. He reviewed the reports for the Board.

Mr. Vanderbeck noted there was a finding to report. He explained a grant had been reported in an unusual way. Mr. Tucker stated he understood the issue and would provide a response as required. Mr. Lapenn noted the Audit and Finance Committee had determined there were two responses. The first was the response to the finding. The second was the awareness that there would be situations requiring a resource, other than UHY to consult with regarding certain accounting situations.

Mr. Calvin asked if there were any questions from the Board regarding the audit, with none, he called for a motion to approve the report as presented. *Ms. Sterling made a motion, seconded by Mr. Lapenn to approve the 2021 audited financials and related documents as presented. Carried.*

Mr. Tucker noted Ms. Lane had received news from the SBA. Ms. Lane announced CEDC would be the recipient of a \$232,000 technical assistance grant from the SBA.

**2021 Full Board Evaluation:**

Mr. Calvin directed attention to the 2021 Full Board Evaluation. He asked if there were any questions regarding the results or document. *Mr. Lapenn made a motion, seconded by Ms. Gay to approve the document as presented. Carried.*

**2021 Investment Report:**

Mr. Lapenn noted the Audit and Finance Committee had reviewed the report, asking Mr. Tucker to investigate the reason for the seemingly high fees. Mr. Tucker stated he had pulled the data. He noted Key Bank had agreed to reduce the fees. He will contact Key Bank to ensure the promised reduction is being given. Mr. Lapenn noted the policy had been approved earlier in the year. *Mr. Molinaro made a motion, seconded by Ms. Sterling to approve the report as presented. Carried.*

**Statement of Assessment of Internal Controls:**

Mr. Calvin called for a motion to approve the report. *Mr. Sterling made a motion, seconded by Ms. Gay to approve the report as presented. Carried.*

**PARIS Report:**

Ms. Drahushuk noted this was the annual reporting document to be submitted to NYS. Mr. Tucker thanked all involved with the reporting for their efforts.

**Minutes, February 22, 2022:**

Mr. Lapenn asked Mr. Tucker to clarify the statement in the minutes regarding the IDA contract. Mr. Tucker explained the IDA contract provided for a larger yearly payment, with a smaller per project fee. *Mr. Lapenn made a motion, seconded by Mr. Mr. Molinaro to approve the minutes as presented from February 22, 2022. Carried.*

**President/CEO Report:**

**Treasurer's Report:**

Mr. Tucker reviewed the draft financials with the Board. *Ms. Sterling made a motion, seconded by Ms. Gay to approve the Treasurer's Report as presented. Carried.*



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## **President/CEO Report:**

Mr. Tucker reviewed three payments that he was seeking Board approval for: a check in the amount of \$5,000 sponsorship/membership for the Chamber of Commerce, \$8,000 to Pattern for Progress housing study and \$7,500 for E For All. *Ms. Gay made a motion, seconded by Ms. Sterling to approve the payments. Carried.*

## **Governance & Nomination Committee:**

### **Board Candidates Update:**

Ms. Sterling stated the Committee had interviewed and recommended three candidates. She noted Michael Hochman, the Director of Facilities at Columbia Memorial Health, Rick Rector, the former Mayor of Hudson and former executive for several major fashion industry businesses, and Rachel Levine, owner of Central House in Germantown and local realtor. She stated the committee felt they all brought various strengths to the Board. Mr. Lapenn made a motion, seconded by Mr. Molinski to approve the previously named candidates to CEDC board seats. Ms. Sterling noted their names would be brought to the Membership for a vote at the April 26, annual meeting.

## **Loan Committee:**

### **Portfolio Review:**

Ms. Lane reviewed the portfolio for the board. She noted 711 County Route 3 had been approved for a deferment for their loans. She stated Alula was one payment behind and the others listed had made payments. *Ms. Lapenn made a motion, seconded by Ms. Gay to approve the Portfolio Report as presented. Carried.*

### **Creature of Habit Hair Studio Loan Request:**

Ms. Cranna stated the request was for a \$25,000 SBA loan at a 5% interest rate and 72 month term, to be used for equipment, materials and working capital. The proposed collateral was a lien on business assets and the personal guaranty of the principals. *Ms. Sterling made a motion, seconded by Mr. Lapenn to approve the loan as presented. Carried.*

### **The Gilded Larder/ Cook and Larder Loan Request:**

Ms. Lane stated the request was for a \$25,000 CEDC loan to be used for equipment, inventory, materials and working capital. The interest rate was 5% over a term of 72 months. The collateral was a lien on business assets and the personal guaranty of the principal. *Ms. Gay made a motion, seconded by Ms. Sterling. Carried.*

Mr. Tucker asked the Board for a motion to enter Executive Session under Section 105 h. to discuss: the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof. *Mr. Lapenn made a motion, seconded by Ms. Sterling to enter executive session under the stated condition. Carried.* Executive Session was entered into at 9:28am.

*Ms. Sterling made a motion, seconded by Mr. Lapenn to exit Executive Session at 9:52am.*

*With no other business to be conducted, and no public comment, Mr. Molinaro made a motion, seconded by Ms. Sterling to adjourn the meeting. Carried. The meeting adjourned at 9:54am.*

*Respectfully submitted by Lisa Drahusiuk*

