



# Choose Columbia

Columbia Economic Development Corporation

## **COLUMBIA ECONOMIC DEVELOPMENT CORPORATION NOTICE OF PUBLIC MEETING**

Please take notice that there will be a regular meeting of the Columbia Economic Development Corporation's Executive Committee to be held in person on March 7, 2023 at 8:30am, at One Hudson City Centre, Suite 301, Hudson, NY 12534 in accordance with Public Officers Law Section 103-a. This meeting is open to the public, who will have the opportunity to attend the meeting in person at the One Hudson City Centre address or via Zoom and provide live comments. Comments can also be provided via email before and during the meeting to [mtucker@columbiaedc.com](mailto:mtucker@columbiaedc.com). Meeting packets are posted and available on CEDC's website: <https://columbiaedc.com>.

Join Zoom Meeting:

<https://us06web.zoom.us/j/88179928322?pwd=dnQ2Qm8vdjVXZW5jZEhiRGYyc1lPZz09>

Meeting ID: 881 7992 8322, Passcode: 124130, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/j/88179928322?pwd=dnQ2Qm8vdjVXZW5jZEhiRGYyc1lPZz09>

The public will have an opportunity to attend the meeting live and provide comments via Zoom or in person. Please check the website on [www.columbiaedc.com](http://www.columbiaedc.com) for updated information.

Dated: February 28, 2023

Sarah Sterling, Secretary Columbia Economic Development Corporation

### **CEDC Executive Committee Agenda**

#### **Chairman:**

David Fingar

#### **Members:**

James Calvin

Sarah Sterling

Tarah Gay

Richard Cummings

1. Minutes, January 10, 2023 \*
2. Draft Executive Committee Charter\*
3. 2022 Committee Evaluation\*
4. Strategic Plan Update
5. Staffing Review – Executive Session
6. Public Comment

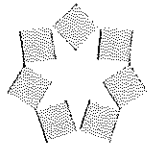
#### **Attachments:**

Minutes: January 10, 2023

Draft Executive Committee Charter

2022 Committee Evaluation

\* Action Required



**DRAFT**

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**MINUTES**  
**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION**  
**Executive Committee**  
**Tuesday, January 10, 2023**  
**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 accessible to the public via Zoom on January 10, 2023. The meeting was called to order at 8:30am by David Fingar, Chair.

Attendee Name	Title	Status	Arrived/ Departed
David Fingar	Chair	Present in person	
James Calvin	Vice-Chair	Absent	
Tarah Gay	Treasurer	Present in person	
Sarah Sterling	Secretary	Present in person	
Richard Cummings	Committee Member	Absent	
Andrew Howard, Esq	CEDC Counsel	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Jessica Gabriel	Senior Economic Developer	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Martha Lane	Business Development Director	Present in person	
Cat Lyden	Bookkeeper	Present in person	
Steven VanDenburgh	Business Development Specialist	Present in person	
Riley Werner	Administrative Assistant	Present in person	

**Minutes, December 7, 2022:**

*Ms. Gay made a motion, seconded by Ms. Sterling to approve the minutes from December 7, 2022. Carried.*

**2022 Discharged Duties:**

Mrs. Drahushuk reviewed the purpose and the list for the Board, noting it was part of the required compliance. *Ms. Sterling made a motion, seconded by Ms. Gay to approve the 2022 discharged duties as presented. Carried.*

**Staffing Review:**

Mr. Tucker introduced Stephen VanDenburgh, Business Development Specialist to the Committee. He noted Chris Brown, the Affordable Housing Coordinator would be joining the company on January 17<sup>th</sup>.

Mr. Tucker stated he and Mrs. Gabriel had begun addressing the updating of the Employee Handbook, which would be distributed to the staff for comments after they had completed the review.

He noted Elena DeFeo Keene would be reviewing the document which would then be brought to the Executive and Governance and Nominating Committee for recommendation to the Board, with a goal to approve the document in February. He stated required training would be held. Mr. Tucker informed the committee a proposal had been presented by the UHY payroll consultant to work on performance reviews, job descriptions and other payroll related items.

Mr. Tucker stated the first meeting had been held with the auditors to plan the audit of the financials. He noted the purchase of the lot on 9-H had been completed and he had consulted with the auditors to appropriately book the asset. He reminded the Committee the Flander's grant would be written off in the current year according to the grant agreement. He suggested that some funds should be added to the Loan Loss Reserve due to the current level of the loan funds.

Mr. Tucker addressed the EIDL loan, noting payments would need to be made beginning this month, with the intent to pay off in 5 years. He noted the membership letters had gone out and payments were coming in.

Mr. Tucker stated the Housing kickoff meeting would be held on January 25<sup>th</sup> at 4:00pm. The meeting would serve to introduce Mr. Brown to the Committee as well as conduct an organizational meeting. He noted work continued on broadband noting there were 1168 addresses that are unidentified and unserved. He noted that the data was to be submitted to the FCC as a bulk load by January 13.

Mr. Tucker felt the County would involve CEDC in the Cleaner Greener Communities, which would allow CEDC and the Chamber of Commerce to work together as they have with the Columbia Forward program. Mr. Tucker noted discussions have been held with the Chamber to determine how both organizations could educate constituents on all Chamber of Commerce and CEDC programs at outside meetings where only one organization was present.

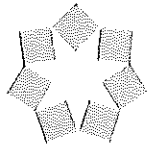
Mr. Tucker stated Ms. Werner had developed and presented a marketing plan. He stated they would be working with her on that plan. He noted he and Ms. Lane would be meeting with representatives from Greene County as the SBA lender in the area. Mr. Tucker stated CEDC would continue the "Days to Decades" ad sponsorship in the Register Star, noting it had a real impact on the business community. Mr. Tucker stated he and Mrs. Gabriel continued to work on the Strategic Planning process. He reminded the committee, Dr. Drummer would be hosting a meeting at the college with the workforce development partners later in the week.

Mr. Tucker handed out a document regarding the Strategic Plan. Mrs. Gabriel reviewed the handout with the Committee, noting it contained the comments and edits. She noted a timeframe had been added as well as a measurements and internal costs. Mr. Tucker stated he would discuss the document at the Board meeting on January 31<sup>st</sup>.

Mr. Tucker stated the Columbia Forward program had \$38,000 remaining to the end of the program in June of 2025. He informed the Committee he had had several conversations with County officials regarding the interest in supporting a private developer constructing a private commerce park.

Mrs. Gabriel stated all information required by NYS had been submitted on behalf of Kleinskill Farms. She noted the next step would be receiving the approval to move forward from NYS.

Mr. Tucker stated he would be submitting the 2023 County contract for approval and signature. He noted Mr. Fingar had signed the County Contract on the housing funding, which would be forwarded to the county later in the day for approval in advance of the Chairman's signature.



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**DRAFT**

Mr. Tucker asked the Committee enter into Executive Session under Section 105 1 f. of the Open Meeting law to discuss: the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. *Ms. Sterling made a motion, seconded by Ms. Gay. Executive Session was entered into at 9:15am. Executive Session was exited at 9:30am on the motion of Ms. Gay, which was seconded by Ms. Sterling. All present voted in favor.*

**Public Comment:**

*With no further business and no public comment the meeting was adjourned at 9:30am upon a motion by Ms. Gay and seconded by Ms. Sterling.*

*Respectfully submitted by Lisa Drafusniuk,*

## **EXECUTIVE COMMITTEE CHARTER**

Columbia Economic Development Corporation



This Executive Committee Charter was adopted by the Board of Directors of the Columbia Economic Development Committee, a public benefit corporation established under the laws of the State of New York, on this \_\_ day of April, 2023.

### **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.

### **Powers of the Executive Committee**

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

### **Composition of Committee and Selection of Members**

The Executive Committee will consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and up to three independent members of the Board of Directors as selected by the Executive Committee and ratified by the 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:**

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 any other relevant materials at least 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 of Directors at its next scheduled meeting following the meeting of the Committee.

2022 Summary Confidential Evaluation of Executive Committee Performance				
		Somewhat	Somewhat	
Criteria	Agree	Agree	Disagree	Disagree
The Committee reviews and approves its charter and its policies and procedures, and recommends any changes to the board for approval, at least annually.	5			
The Committee conducts a self-evaluation at least annually.	5			
Reports proceedings, findings and recommendations to the Board after each Committee meeting.	5			
The Committee members receive a clear agenda and sufficient materials to prepare for each meeting with sufficient time to review and prepare.	5			
The Committee members are kept up to date on Company and corporate governance issues.	5			
The Committee members have the opportunity to speak with and ask questions of any Committee advisors that attend Committee meetings.	5			
The Committee promotes the importance of compliance with Company policies and procedures.	5			
The Committee receives sufficient information from management for its decision-making.	5			
The Committee has clear role, well understood and supported by all board members; serves as a valuable resource to the board chair and CEO in guiding the organization and also in improving the overall board performance	5			
Oversees the performance of the CEO/President and makes annual recommendations to the Board concerning performance, expectations and compensation as required.	5			