

# 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 June 11, 2024 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/86361654777?pwd=W7fTqHw1B4KZNxda60LxJlot9m4i6C.1>

Meeting ID: 863 6165 4777, Passcode: 533292, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/u/kcTC7kj8gl>

Dated: June 4, 2024

Michael Molinski

Secretary Columbia Economic Development Corporation

### CEDC Executive Committee Agenda

**Chairman:** James Calvin

Michael Molinski

Tarah Gay

Richard Cummings

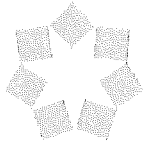
1. Minutes, March 5, 2024 \*
2. Executive Committee Charter \*
3. Annual Meeting Feedback
4. Executive Search Timeline
5. Update on Staffing
6. Executive Session (Lease option)
7. Public Comment

#### **Attachments:**

Minutes: March 5, 2024

Executive Committee Charter Updated

\* Action Required



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**MINUTES DRAFT  
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION  
Executive Committee  
Wednesday, January 17, 2024  
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 17, 2024. 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	Present in person	
Tarah Gay	Treasurer	Present in person	
Sarah Sterling	Secretary	Via Zoom	
Richard Cummings	Committee Member	Present in person	
Andrew Howard, Esq	CEDC Counsel	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Martha Lane	Vice-President of Business Development	Present in person	
Chris Brown	Housing Development Coordinator	Present in person	
Stephen VanDenburgh	Business Development Specialist	Present in person	
Cat Lyden	Bookkeeper	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Riley Werner	Administrative Assistant	Absent	

*Mr. Fingar called for an Executive Session under Public Officer's Law §107 1.f. 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. Carried. Executive Session was entered into at 8:30am. Executive Session was exited at 8:49am on a motion by Mr. Cummings, seconded by Ms. Gay with all present voting in favor. Carried.*

**Minutes, December 6, 2023:**

*Ms. Gay made a motion, seconded by Mr. Cummings to approve the minutes of December 6, 2023 as presented. Carried.*

**Consent Agenda:**

**Executive Committee Charter, 2023 Discharged Duties, 2023 Executive Committee Evaluation**

*Mr. Calvin made a motion, seconded by Ms. Gay to approve the Consent Agenda as presented. Carried.*

**2024 CEDC Agenda:**

Mr. Tucker noted the focus for 2023 remained on the four pillars of CEDC. He noted some of the activities CEDC is involved in should be reviewed by the Board. He noted the success on the Housing front, stated the final paperwork had been received from the Office of Community Renewal for a \$375,000 grant for a Microenterprise grant program, for businesses with 5 or fewer employees including the owner. He stated the County was pleased with the Columbia Forward program and the Loan program continued to be successful. He outlined the various events CEDC has been involved with. Mr. Tucker handed out a snapshot of the loan program over a 9 year period. Ms. Lane reviewed the sheet with the committee.

Mr. Calvin thanked Mr. Fingar for his work over the years of his chairmanship. Mr. Tucker joined Mr. Calvin in thanking Mr. Fingar and Ms. Sterling for their assistance on behalf of himself and the staff.

**Public Comment:**

*With no further business and no public comment the meeting was adjourned at 9:07am upon a motion by Mr. Calvin and seconded by Mr. Cummings.*

*Respectfully submitted by Lisa Drahusiak*

## **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, 2024<sup>3</sup>.

### **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 Chairperson of the Board of Directors ~~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.