

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 4, 2025 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. Meeting packets are posted and available on CEDC's website: <https://columbiaedc.com>.

Join Zoom Meeting:

<https://us06web.zoom.us/j/84374169531?pwd=VSW2wIE1IZv8KeO6b1i8s8BbFb8t4I.1>

Meeting ID: 843 7416 9531, Passcode: 524392, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/u/kuuMA3kNp>

Dated: February 25, 2025

Michael Molinski

Secretary Columbia Economic Development Corporation

CEDC Executive Committee Agenda

Chairman: James Calvin

Tarah Gay

Bryan Mahoney

Michael Molinski

Richard Cummings

1. Consent Agenda*
 - a. Minutes, December 10, 2024
 - b. Executive Committee Charter
 - c. Executive Committee Annual Evaluation
 - d. 2024 Committee Discharged Duties
2. Strategic Planning
3. Annual Meeting
4. Public Comment

Attachments:

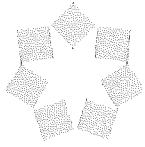
Minutes: December 10 2024

Executive Committee Charter

Annual Executive Committee Evaluation

2024 Committee Discharged Duties

* Action Required



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MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
Executive Committee - DRAFT
Tuesday, December 10, 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 December 10, 2024. The meeting was called to order at 8:30am by James Calvin, Chair.

Attendee Name	Title	Status	Arrived/ Departed
James Calvin	Chair	Present in person	
Tarah Gay	Vice-Chair	Present in person	
Bryan Mahoney	Treasurer	Present in Person	
Michael Molinski	Secretary	Present in person	
Richard Cummings	Committee Member	Present in person	
Andrew Howard, Esq	CEDC Counsel	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Chris Brown	Housing Development Coordinator	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Cat Lyden	Bookkeeper	Present in person	
Steve Vandenburg	Business Development Specialist	Present in person	
Riley Werner	Administrative Assistant	Present in person	

Performance Review:

Mr. Calvin called the meeting to order at 8:30 am. He asked for a motion to enter executive session under *Public Officers Law Article 7, Section 105(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 to discuss performance review and compensation. Executive Session was entered into at 8:31am upon a motion by Ms. Gay and seconded by Mr. Molinski. Carried. Executive Session was exited at 9:16am upon a motion made by Mr. Mahoney and seconded by Ms. Gay. Carried. Mr. Cummings made a motion, seconded by Ms. Gay to recommend the approval of a contract extension for Mr. Tucker ending on June 30, 2026 to the Full Board. Carried. Mr. Mahoney made a motion, seconded by Mr. Molinski to increase the compensation paid to Mr. Tucker to the amount discussed in Executive Session. Carried.

Minutes, September 17, 2024:

Ms. Gay made a motion, seconded by Mr. Mahoney to approve the minutes of September 17, 2024 as presented. Carried.

Strategic Planning:

Mr. Tucker stated he had a conversation with Alyson Slack and Michael N'dolo at MRB Group regarding their interest in facilitating the upcoming strategic plan update. He stated that, subject to completing fee negotiations, they would conduct a board workshop in February and have a draft of the revised strategic plan ready for review in early April.

Public Comment:

With no further business and no public comment, the meeting was adjourned at 9:25am upon a motion by Mr. Cummings and seconded by Mr. Mahoney. Carried.

Respectfully submitted by Lisa Drahusluk

EXECUTIVE COMMITTEE CHARTER

Columbia Economic Development Corporation

This Executive Committee Charter was adopted by the Board of Directors of the Columbia Economic Development Corporation, a public benefit corporation established under the laws of the State of New York, on this 25th day of June, 2024.

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 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.

2024 CEDC 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			

2024 CEDC Executive Committee Discharged Duties

During 2024 the Executive Committee:

- Reviewed and approved revised charter.
- Reviewed and approved the Executive Committee Evaluation and Discharged Duties report.
- Recommended extending current lease for an additional 5 years,
- Recommended changing the current October 29th full Board meeting to October 22nd.
- Formed a Search Committee for new President/CEO.
- Reviewed inactive board members, referring the issue to the Governance Committee.
- Heard updates on, broadband, housing, and project updates on City of Hudson IDA and Columbia County IDA projects.