



## MINUTES

June 11, 2013

### UCDC BOARD MEMBERS

Anthony Campagiorni  
Chair

James Maloney  
Vice Chair

Ward Todd  
Secretary

March Gallagher  
Treasurer

Carl Chipman

Donald Christian

Michael Horodyski

Nancy Schaefer

Gregg Swanzey

Joshua Ratner

A meeting of the Board of Directors of the Ulster County Development Corporation was held at 4:00 p.m. on Tuesday, June 11, 2013, Central Hudson, 2001 Route 9-W, Lake Katrine, NY.

The following members were present:

Anthony Campagiorni

Carl Chipman

March Gallagher

James Maloney

Joshua Ratner

Dave Rooney

Nancy Schaefer

Gregg Swanzey

Ward Todd

Representing Michael Hein

Representing Terry Bernardo

Representing Donald Christian

The following members were absent:

Michael Horodyski

The following ex-officio members were absent:

David Donaldson

Dennis Doyle

Kenneth Ronk

Carol Smith

Additional Attendees:

Linda Clark

Lindley Churchill

Stephen Finkle

Robert J. Ryan

Office of Business Services

Sickler, Torchia, Allen & Churchill CPAs

Harris Beach PLLC

Chairman Anthony Campagiorni called the meeting to order at 4:00 p.m. The order of the Agenda was changed by the Chairman to accommodate various members' commitments.

### **BY-LAWS**

Mr. Robert Ryan presented the By-Laws to the members of the Corporation. A copy of the "red-lined" Bylaws is on file. Continuing, he stated that there were going to be some verbal changes.

Chair Campagiorni reminded members that last month there was discussion about the By-laws and the sole-member aspect of the organization via the County Executive. The County Executive would appoint the Board of Directors; seven (7) members, two (2) members by title, one would be the Chair of the Ulster County Legislature's Economic Development Committee, the other would be the Vice Chair of the Ulster County Legislature's Economic Development Committee and the remaining five (5) would be at large appointments by the County Executive.

Ms. March Gallagher stated that one of the verbal changes to the Bylaws that needed to be made is on Page 4 of the presented Bylaws. She indicated that, the Chair and/or Vice Chair, the Committee if they are unable to make the meeting(s) or if they feel someone else would be a better designee, it would say, his or her designee. This was James Maloney's request. The wording would be:

***The Chair and ranking member of the Economic Development and Tourism Committee of the Ulster County Legislature or his or her designee shall be ex-officio voting members of the Board of Directors.***

Mr. Ryan pointed out that in the same paragraph there was a blank with reference to the term of each appointed Director. He recommended that the term be one (1) year. The wording would be:

***The term of each appointed Director shall be one year.***

Additionally, Ms. Gallagher indicated that one additional modification was recommended on Page 8, the Officers. The request has come from the Legislature and would be, and this would be for new leadership going forward, ***a residency requirement for the Chair and the Vice Chair. This would be after Anthony Campagiorni serves this year.***

Mr. Maloney stated that after conversations with current Chair Anthony Campagiorni, it was felt that the leadership of the organization should be a permanent Ulster County resident.

Mr. Ryan stated that there would be a residency requirement for the second elected Chair after the initial directors are appointed by the County Executive. He reminded members that after the Bylaws are changed the board would be down to seven (7) members. Five (5) members are appointed by the County Executive and two (2) are ex-officio. Assuming that Anthony Campagiorni continues as chair, it would be the second chair. He will come up with language if the board would approve the construct of that.

Ms. Gallagher noted for the record, that the adoption of these Bylaws do not affect in any way the appointment or activities of the Shovel Ready Committee, which is appointed by the County Legislature and the Ulster County Revolving Loan Fund Committee, which is also appointed by the County Legislature. Those committees will continue to be appointed and under the purview of the Legislature.

**Motion:** Carl Chipman, seconded by James Maloney, moved to approve the Bylaws as amended as above.

**Vote:** The motion was adopted.

### **MINUTES**

**Motion:** Ward Todd, seconded by March Gallagher, moved to adopt the Minutes of the April 25, 2013 meeting. A copy of said Minutes is on file.

**Vote:** The motion was adopted unanimously.

### **FINANCIALS**

**Motion:** Carl Chipman, seconded by James Maloney, moved to approve the financials for the period ending April 30, 2013. A copy of said Financials is on file.

**Vote:** The motion was adopted unanimously.

### **OFFICE RELOCATION/DISPOSITION OF ASSETS**

Mr. Stephen Finkle stated that the county has made temporary space available to the Development Corporation, for a fee, in the basement of the Department of Social Services Building, located at Development Court. It is 1,100 sq. ft. and the county is proposing \$6/sq. ft. That is an annual amount; which would be 1/3 of the cost of the current office space. It was his recommendation to go along with that at this point. The Corporation really does not have a clear picture of their requirements going forward. He recommended giving the authority to the Chairman to enter into whatever kind of Agreement with the county. Over the next month – 6 weeks or so, he was certain that the plans would firm up.

Chair Campagiorni stated so \$6,600 per year.

Mr. Finkle responded it is decent space; not good space for a front office, but it is decent storage and work space for someone on a computer.

Chair Campagiorni asked so we would need that much space for?

Mr. Finkle replied that it depends on what the plans are to administer the Revolving Loan Funds; whether that will physically take place in the County Building or whether there will be a requirement for this to be done someplace else. That really is the basis for this back office planning. Mr. Finkle continued by stating that the space was clean and accessible. It is not a space where you would bring business clients. You would probably meet with them at the county building in the executive's conference room.

Ms. Gallagher stated that basically the space would be used to access files.

Mr. Churchill stated that having worked with the files for a number of months now, doing the computer operation does not take very much room; the storage of past and 2013 records, which still need to be opened, require space to accommodate the file cabinets.

Mr. Ratner asked why we don't just scan the documents and get rid of the file cabinets.

Mr. Finkle responded that they may be one of the choices.

Mr. Ratner thought that if we were out of space and needed to rent space, we would just scan the documents and eliminate the expense.

Mr. Finkle responded that some of the plans had not been firmed up by the county; scanning makes a lot of sense. If you scan it then you may only need half of that space.

Ms. Gallagher replied at this point who would scan it, what scanner would we use?

Chair Campagiorni stated that there is a lot of pressure to move out of the space by the end of this week. Perhaps the board should take this under advisement on a month to month basis. He was not comfortable in signing a year long lease, especially not knowing what the plans are. Mr. Finkle has a ton of pressure to get out this week.

Mr. Finkle responded that we will be able to do that and if that is going to happen you are not going to need 1,100 sq. ft.

Chair Campagiorni stated that the rent would be \$550/month.

Mr. Carl Chipman responded that he thought that the amount was pretty low.

Chair Campagiorni replied that it may be more space that what we need, but for now we need to figure it out.

Mr. Finkle stated that you don't want to move everything into a tiny space, only to find out that you want to put somebody to take care of the financials, the revolving loan funds or the administrative back office stuff. He reminded members that the corporation is down three employees (the corporation has no employees); the operation is down to three people, when you previously had six.

Mr. James Maloney stated so that everyone understands, that these are ongoing conversations. On the actual administration of the function of this corporation, it is still alive and well. You have a revolving loan fund, shovel ready fund, etc. There needs to be some type of an agreement for the administration of it. These are ongoing discussions.

Mr. Finkle replied that in his experience, you want this 501(c)(3) in place in some form or fashion to be able to work around the state's "gifts" provision when you are dealing with government and business. In some form you are going to need a UCDC or an IDA.

Ms. Gallagher stated that it would be most useful to grant Mr. Campagiorni as Chair and the Vice Chair the authority to enter into the agreement.

**Motion:** March Gallagher, seconded by Joshua Ratner, moved to grant the Chair/Vice Chair the authority to enter into a temporary storage agreement with Ulster County on a month to month basis at \$6.00 per square foot.

**Vote:** The motion was adopted.

Continuing, Mr. Finkle stated that there is a lot of furniture in the offices; it is hard to discern which is UCDC's furniture and which is county furniture. His recommendation was that the board turns over all the furniture to the county and then reserves the furniture that the board feels it needs. That would be a cleaner way to deal with those assets.

Ms. Gallagher stated that just to be clear, what is being moved downstairs, there are wooden bookshelves that are being moved, the President's office furniture, the secretary's office furniture, and they are really the better quality pieces of furniture which would remain with the organization and filing cabinets.

**Motion:** Nancy Schaef, seconded by Carl Chipman, moved to turn over the furniture to Ulster County reserving certain furniture for the use of the corporation.

Ms. Nancy Schaef asked what the status of the computers was.

Mr. Finkle responded that the computers were being "wiped" and will be donated to Family of Woodstock. He clarified that the computer with the financial records must remain.

Mr. Ratner asked what the value of the furniture was.

Ms. Gallagher responded less than \$2,000.

**Vote:** The motion was adopted.

Mr. Finkle recommended to the board that they give authority to the Chair/Vice Chair to deal with unexpected moving related expenses up to \$5,000. Ulster County has asked UCDC to consider paying for the move.

**Motion:** March Gallagher, seconded by Ward Todd, moved to authorize the Chair/Vice Chair to make decisions between board meetings related to the move and moving related expenses up to \$5,000.

**Vote:** The motion was adopted.

Mr. Finkle stated that this will allow the Chair to be able to talk about cancelling the Worker's Compensation Insurance, talk about the request from the Ulster Chamber with a donation that they have received. In addition, Mr. Finkle asked about the authority of the Chair/Vice Chair for PARIS.

#### **PARIS/AUDIT**

Mr. Finkle stated that there were four pieces of information still needed to complete the Audit, which is needed to complete the PARIS report. After the move has taken place next week, his priority would be the PARIS report. Within the next week or two we should be in a pretty good position moving forward.

#### **ULSTER COUNTY REGIONAL CHAMBER COMMERCE**

Mr. Finkle stated that the Ulster County Regional Chamber of Commerce has asked UCDC's assistance with a Scholarship Fund. It has to go through a 501(c)(3). It will simply be a pass thru of the donation.

It was agreed that for audit purposes there needs to be an agreement between UCDC and the Ulster County Regional Chamber of Commerce.

#### **WINE**

Discussion was held regarding the distribution of the wine and the Woodstock Chimes. It was unanimously agreed by those present that the wine would be donated between Family of Woodstock, Ulster County Regional Chamber of Commerce, and RUPCO.

With reference to the Woodstock Chimes, Ms. Gallagher requested that they be given to her for her use in giving as token gifts to visiting clients.

It was unanimously agreed that the Woodstock Chimes be given to March Gallagher for her use and the three-year old chocolate coins should be thrown away.

#### **OLD BUSINESS**

None.

**NEW BUSINESS**

Ms. Gallagher informed the members of the Board of Directors that the CFA process had been announced.

**ADJOURNMENT**

**Motion:** March Gallagher, seconded by Joshua Ratner, moved to adjourn the meeting.

**Vote:** The motion was adopted unanimously.

The meeting was adjourned at 4:38 p.m.

Respectfully submitted,

Ward Todd, Secretary