

## MINUTES

November 15, 2012

### UCDC BOARD MEMBERS

**Ronald Marquette.**  
Chair

**Anthony Campagiorni**  
Vice Chair

**Ward Todd**  
Secretary

**James Quigley**  
Treasurer

**Terry L. Bernardo**

**Donald P. Christian**

**Shayne Gallo**

**Daniel Hauspurg**

**Michael Hein**

**Donald C. Katt**

**David O'Halloran**

**Joshua Ratner**

**Nancy E. K. Schaeff**

**John Valk, Jr.**

**Melinda Beuf**  
Interim Administrator

A regular meeting of the Board of Directors of the Ulster County Development Corporation was held at 4:00 p.m. on Thursday, November 15, 2012, Conference Room 108, Business Resource Center, Development Court, Kingston, NY.

The following members were present:

March Gallagher	Representing Michael Hein
Daniel Hauspurg	
Donald Katt	
James Maloney	Representing Terry Bernardo
Ronald Marquette, Chair	
David O'Halloran	
Joshua Ratner	
Nancy Schaeff	
Ward Todd, Secretary	

The following members were absent:

Anthony Campagiorni, Vice Chair	
Donald P. Christian	
James Quigley, Treasurer	Representing John Valk
Gregg Swanzey	Representing Shayne Gallo

The following ex-officio members were absent:

David Donaldson  
Dennis Doyle  
Kenneth Ronk  
Carol Smith

The following staff members of the Ulster County Development Corporation were present:

Melinda Beuf	Interim Administrator
Linda Clark	Office Manager

Additional Attendees:

None.

Chair Ronald Marquette called the meeting to order at 4:06 p.m.

### **MINUTES**

**Motion:** Donald Katt, seconded by James Maloney, moved to adopt the Minutes of the June 21, 2012 meeting. A copy of said Minutes is on file.

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

### **FINANCIALS**

No official action was taken regarding the financials for the period ending October 31, 2012. A copy of said financials is on file.

### **BUDGET**

Ms. Beuf explained that a one-year Budget was approved prior to the announcement of the Ulster County Budget. The Authorities Budget Office (ABO) requires that budgets be filed not later than November 1<sup>st</sup>. Additionally, the ABO requires a proposed four year budget. When the approved budget was submitted, it was rejected. Upon consultation with the ABO, they will allow Ms. Beuf to file the new proposed four-year budget immediately following the board meeting. A copy of the draft of the four year budget is on file.

Discussion included, but was not limited to:

- Revenue
  - The Ulster County Industrial Development Agency will not be contracting with UCDC in 2012
  - Anticipate a minimum of \$200,000 in funding from the 2012 County Base Contract with a possibility of \$125,000 from 2012 Incentive Funding should Wolf-tec/Stavo close before year end.
  - Annual Dinner should be maintained
  - A line item should be added for a disposition of assets
  - Administration of the Ulster County RLF program is tentatively scheduled to move to the county and associated admin fees should be removed
- Expense
  - Insurance expenses will not be going away
  - Rent – only the first quarter of 2013 – at some point the college should be informed that UCDC will only be here for the first quarter.

- Telephone expenses/office expenses – for first quarter only
- Audit will still be required
- Memberships – remove
- The board will be sitting on a nest egg of \$300,000 that the Board of Directors will have responsibility for – that money should be spent in line with the mission of the Development Corporation. Those dollars could be used to market Ulster County; memberships in organizations – Hudson Valley Economic Development Corporation, etc. There very well could be revenues coming in.
- Should there be a board ... do we need a board? The new Office of Business Services is going to be making the decisions and/or deals.
- The LDC still needs to exist as there are several grants, etc. tied to the LDC
- Toshiba copier – the county will not pick up the lease as it has no funds
  - Turn in the copier
  - Lease payment \$200+/month
- Payroll – keep Linda Clark's salary

**Motion:** David O'Halloran, seconded by Ronald Marquette, moved to approve the proposed 2012-2016 budget for Ulster County Development Corporation, based upon the limited changes given.

**Vote:** The motion was adopted.

### **TRANSITION OF TASKS**

Discussion included, but was not limited to:

- Does a board member who serves by title have the right to resign and does the board have to replace them?
- Who is re-writing the Bylaws – they need to be changed
  - Adding board members at this time, does not make sense
  - If there are individuals who serve by title who wish to resign, the Bylaws will have to be revised
- It takes a great deal of time to unravel an organization
- Find out what Business Services' full responsibilities will be and what "turf" they are going to take hold of and ownership of; find out if in time if there is a need for UCDC to fill any voids or work towards a "run-out" and that will require Bylaw changes as you go.
- There is no need to have this done by December 31, 2012
- Leave things in place for the first quarter; gives us an opportunity to know what Business Services is. Melinda Beuf moves over to the county and Linda Clark is secure.
- A Bylaw change could be implemented that could release individuals from the Board.

- Can we accommodate the extension of Ronald Marquette as Board Chairman through the first quarter.
  - Yes – it has been done before
  - Under the Officer's provision of the Bylaws (Article 6) it speaks to going through a Nominating Committee process, etc; The Bylaws should be changed to be in compliance
  - Given the changes that we are going through, the timing issue of the Bylaw changes whether it is before the end of the year or whether it occurs in February is not going to be a huge problem. The substantial nature of the changes in terms of our funding, automatically requires a major review.
  - We cannot amend the Bylaws without going through the approved process.
  - Suggest that the current slate of offices be re-elected for 2013 until such changes are made to our Bylaws or re-election of other officers.
- Fiduciary responsibility – why are we receiving additional money from the Legislature if the Corporation is scheduled to be defunct.
- UCDC does have to be in place at a minimum through March, 2014 because there is an equipment grant to a local manufacturer; USDA loan funds come through UCDC, etc.
- What will the offices of Business Services and UCDC look like three months from now
  - Office of Business Services
    - Personnel – one to two employees besides Ms. Gallagher
    - Handling marketing for the county; possible revolving loan fund administration, shovel ready bonding to allow for a fee-less administration; the possible administration of the UCIDA (that remains to be seen as a presentation is scheduled to that board next week);
  - UCDC
    - Retain Linda Clark through the Development Corporation, and to ideally have her physically reside at the county office building; execute a contract between the Offices of Business Services (OBS) and UCDC that says that Linda Clark will assist in the administration of the services of OBS, The county will provide space, IT services and computer for her use. This will provide for a smooth transition.
    - Retains at least a Board of Directors
    - Wind down the operational side so that there is a transition over the next 18-24 months in terms of administering these programs
    - Retain the Annual Dinner as a means of revenue
  - It was pointed out those programs, such as the Ready2Go Program, that the UCIDA and Central Hudson strongly support, will be approaching the UCIDA for continued funding and will also be asking the private sector for money. UCDC can serve as the repository of these funds and act as a "pass through agency".

- What is the fiduciary responsibility
  - There are some unknowns
- Potential bylaw change perhaps to be considered to make the quorum the members at the table.
- Perhaps a legal opinion is warranted

**Motion:** David O'Halloran, seconded by James Maloney, motioned to extend the current officers into 2013 with the condition that there may be changes during the course of 2013 for Bylaw changes and/or officer changes.

**Vote:** The motion was adopted.

It was noted that the fiduciary responsibility should not be treated lightly. A Finance Committee or some body of this group should be engaged and know what is going on.

The County Executive knows that UCDC has a large set of funds going into 2013, knows the quality of the board members here and expects the board to make rationale decisions about how to spend that money that are in line with the mission of the organization and aligns and dovetails with the Office of Business Services.

#### **HOUSEKEEPING MATTERS**

March Gallagher stated that Melinda Beuf has vacation planned and scheduled for the first two weeks in January. She requested that Ms. Beuf be retained on UCDC's payroll for the first two weeks of January, 2013.

David O'Halloran requested that for the protection of all employees that at the end of December 31<sup>st</sup>, 2012, that all unused vacation days are distributed to those employees in a final paycheck. It was noted that Ms. Clark would have 20 days; Ms. Beuf would not have any.

Ms. Clark would still be an employee of UCDC, however, she would transition to a contractual service of some type.

Mr. Marquette personally guaranteed that both employees would receive all outstanding benefits.

#### **NEW BUSINESS**

It was suggested that the Board have a Property Disposition Committee comprised of board members because as we are trying to wind down operations and we have certain equipment, telephone systems, computers, etc., that are no longer needed it would be helpful and supportive to staff to have a double check. An inventory needs to be taken and a decision must be made by the Board whether the County can use certain equipment.

Mr. O'Halloran requested that in December Ms. Gallagher have a plan/process to propose on how this board will enable the Office of Business Services to spend UCDC's money.

Credit Card. Effective January 1, 2013, it was agreed to remove Melinda Beuf from the credit card and replace with Linda Clark.

Governance Committee – March Gallagher, Ronald Marquette, Anthony Campagiorni will serve.

Finance Committee – 2013 – James Quigley will chair and the entire Board of Directors will serve.

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**ADJOURNMENT**

The next meeting of the Board of Directors will be held at 11:00 a.m., Wiltwyck Golf Club, Steward Lane, Kingston, NY.

The meeting was adjourned at 5:10 p.m.

Respectfully submitted,  
Ronald Marquette, Chair, Board of Directors