



**ULSTER COUNTY DEVELOPMENT CORPORATION**

**BOARD OF DIRECTORS**

**MINUTES**

**December 3, 2013**

A meeting of the Board of Directors of the Ulster County Development Corporation was held immediately following the meeting of the Governance Committee, Tuesday, December 3, 2013, LeCanard Enchaine Restaurant, 276 Fair Street, Kingston, NY.

The following members were present:

Anthony Campagiorni  
Kenneth Crannell  
Burton Gulnick, Jr.  
James Maloney  
Robert Sudlow

The following member(s) were absent:

Peter Loughran  
Ward Todd

Additional Attendees:

Linda Clark	Office of Business Services
Suzanne Holt	Office of Business Services
Clinton Johnson	Office of the Ulster County Attorney
Christopher Rioux	Ulster County Finance

The meeting of the Board of Directors was called to order by Chair Anthony Campagiorni at 11:45 a.m.

**MINUTES**

**Motion:** Kenneth Crannell, seconded by Robert Sudlow, moved to approve the Minutes of the October 29, 2013 Meeting. A copy of said Minutes is on file.

**Vote:** The motion was adopted.

**FINANCIALS**

Mr. Christopher Rioux presented the financials for the period ending October 31, 2013. November bank statements have not been received. A copy of said financials is on file.

**Motion:** James Maloney, seconded by Robert Sudlow, moved to approve the financials for the period ending October 31, 2013.

**Vote:** The motion was adopted.

### **PRESIDENT'S REPORT**

#### Certificate of Re-Incorporation.

Ms. Holt reported that UCDC was formed in the 60's under the Membership Corporation Law, which became the not-for-profit law. Actually UCDC has always been under Section 1411 of the Not-for-Profit Law. Attached for the file is email correspondence from Robert J. Ryan, Harris Beach, regarding same.

Mr. Clinton Johnson stated it has always been a not-for-profit, but not under 1411. The state government has always considered development corporations as LDCs. When they enacted 1411 it gave broader powers to LDCs; we need to clean up the Certificate of Incorporation to add those extra powers, as well as the bylaws.

Ms. Holt continued by stating that additionally we are unable to use the word "partnership".

Mr. Johnson stated partnership under corporations' law is a very specific term.

Mr. Campagiorni was very surprised at that because he was aware of the use by other agencies.

Ms. Holt stated that we cannot even do this as a d/b/a. We will have to go back to the drawing board.

Mr. Johnson stated that all the work Robert Ryan, Harris Beach, did was for naught. All that was needed was to amend the Certificate of Incorporation.

Chair Campagiorni asked what we should do about the name.

Ms. Holt thought perhaps this was a task for the new marketing team.

Mr. Johnson suggested that we return to the Ulster County Local Development Corporation.

Ms. Holt thought that there may be other options.

Mr. Crannell agreed with Ms. Holt and thought that the new marketing team should address this.

#### **RFI – Marketing**

Ms. Holt reported that the RFI for Marketing has received some questions; but we have chosen to keep it big in terms of how much money we are going to spend or how long the contract is, which is primarily what the questions are. We are telling the companies that we are interested in leaning more about them, their qualifications and their ideas.

#### **RFI – Annual Audit**

Mr. Johnson stated that the one question that specifically has been asked is with reference to the fee for the prior year services. His advice is that this is foilable; even if we say we can't give that to them, they can foil.

Ms. Holt stated that whenever anyone submits a question, we have to type up the question and provide a response to everybody. We have had 11-13 questions. They should go out today. About one-half dozen firms are interested. The auditing questions have been very specific and technical; the marketing questions have been broad and general.

Mr. Burton Gulnick reminded everyone that the Audit must be completed and filed by March 31, 2014.

#### **New Business**

Ms. Holt reported that a suggested meeting schedule has been prepared for 2014. Members will be advised in advance of the meeting if the meeting will be held. The Board will meet at least quarterly and more often as needed.

Mr. Rioux stated that currently there exists a Funds Transfer Request Form for the purpose of transferring money between the savings and checking account. He was seeking permission to do away with this signed form and be allowed to transfer funds between the two accounts. He will not be authorized to take money out; it will allow for a speedier process for check writing. Checks will continue to be signed by authorized representatives of the Board.

**Motion:** Robert Sudlow, seconded by Kenneth Crannell, moved to grant the Treasurer the authority to transfer funds between savings and checking accounts to pay the bills and to allow Melinda Beuf inquiry only access to the loan fund accounts.

**Vote:** The motion was adopted.

#### **Adjournment**

**Motion:** Kenneth Crannell, seconded by Robert Sudlow, moved to adjourn the meeting.

**Vote:** The motion was adopted.

The meeting was adjourned at 12:05 p.m.