**Ulster County Housing Development Corporation**

**Board of Directors Meeting Minutes**

**October 26, 2023 - 12pm**

**ADOPTED 11/09/2023**

**Karen L. Binder Library, 6th Floor, COB, 244 Fair St. Kingston, NY**

**Chairperson: TBD**

**Present: John Gavaris**

 **Kevin Roberts**

 **Susan Koppenhaver**

 **Dennis Doyle**

**Quorum Present: Yes**

**Other Attendees: Hayes Clement - Proposed Independent Member**

 **Richie Williams, UC Attorney’s Office**

 **Marianne Ananew, Planning Dept (Recording Minutes)**

1. Call to order Legislator Gavaris called the meeting to order at 12:02 PM
2. Roll call Members in attendance introduced themselves.
3. Public Comment None
4. Adoption of Minutes

Legislator Roberts made a motion to approve the minutes from the last meeting. Mr. Doyle confirmed the date was September 19, 2023 and seconded the motion. All were in favor.

1. Communications and Announcements None
2. New business:
	1. Appointment of Independent Member

Mr. Clement introduced himself and gave some background information, noting that he was on the Board last term.

Motion to approve Mr. Clement’s appointment was made by Legislator Roberts and seconded by Ms. Koppenhaver. All were in favor.

* 1. Election of a Chair, Vice Chair, Treasurer, and Secretary
* Legislator Gavaris nominated Legislator Roberts to be Chair.

Motion to appoint Legislator Roberts as Chair made by Legislator Gavaris, seconded by Mr. Clement. All were in favor

* Mr. Doyle nominated Legislator Gavaris to be the Vice Chair.

Motion to appoint Legislator Gavaris as Vice Chair made by Legislator Roberts, seconded by Mr. Clement. All were in favor

* Ms. Koppenhaver asked what the Treasurer job entailed. Mr. Doyle answered that right now there is no financing, but once that happens, we would recruit from the Department of Finance for assistance. Mr. Doyle continued that we have a Purchase and Sale Agreement from Pennrose, but hopefully that will be in and out.

Legislator Gavaris asked if she was interested and then nominated Ms. Koppenhaver to be the Treasurer.

Motion to appoint Ms. Koppenhaver as Treasurer made by Legislator Gaveris, seconded by Legislator Roberts. All were in favor.

* Legislator Gavaris stated that left Mr. Doyle to be the Secretary and made the motion to appoint Mr. Doyle as Secretary which was seconded by Legislator Roberts. All were in favor.
	1. Committee Assignments

Ms. Koppenhaver looked up the bylaws for the committees and determined that there had to be at least three members on each committee. There was a discussion on if all five should be on the committees and if they could meet just prior to the regular meeting. Ms. Koppenhaver noted the Audit Committee is responsible for hiring an independent auditing firm and she believed they would all want to participate in that. Mr. Doyle stated that the Governance Committee is responsible for policies associated with the Board.

Legislator Roberts stated he would entertain a motion to have all five members on the Audit and Governance Committees. Legislator Gaveris made the motion to have all members on both committees and Mr. Doyle seconded the motion. All were in favor.

1. Committee Reports - None

Mr. Doyle asked to have everyone sign an Oath of Office and Conflict of Interest statement and give them to Mr. Williams.

1. Old Business
	1. Update on Golden Hill Project

Mr. Doyle updated the Board on the Golden Hill project noting there is a small funding gap, which they anticipate an answer for by end of November or beginning of December from grant applications. The proposed changes to the Purchase & Sale Agreement and Local Development Agreement are administrative, due to an ownership difference from the original agreement, we now have Family of Woodstock as 51% owner. The land wasn’t subdivided originally, and language now reflects the subdivision reference. There are also minor language changes as to where they are now. The Legislature had concerns with the appraisal. The appraisal that comes in as acceptable to the investors is the one that will be certified to the County as well as the Corporation. The PILOT agreement is at the State level for preference policy City of Kingston, and we are awaiting a response. There was some discussion on water and sewer.

* 1. Update on UCHDC Finances

Mr. Doyle stated the County still owns the property because we couldn’t transfer it without the subdivision. He noted the review process with the City of Kingston took a year for the site plan, public meetings, resistance from the neighbors, a rezoning request made while the City was

in the process of updating their zoning statute and the subdivision. The property will transfer upon Pennrose having financing.

Legislator Roberts asked if there was an option to pull Pennrose. Mr. Doyle answered that the Development Agreement provides for that but, Pennrose has a substantial predevelopment cost, the design phase is already 90% complete and they are just waiting for the State funding decision in December to proceed.

Mr. Doyle stated we have no administrative costs at this time so the County will receive all the funding, although some money should be held for an audit. He added that we will have to establish a bank account that the money will go in and out of rapidly so we will have a discussion with Finance about banking.

Mr. Clement asked about the five houses taken from auction. Mr. Doyle responded that the five houses removed from auction have been requested the to be put back on auction. The County needs to work on what to charge as administrative expense.

1. Set next meeting

The next meeting will be Thursday, November 9th at 4:00PM in the KL Binder Library.

Mr. Doyle said we will have Purchase & Sale Agreements and Annual Report. Mr. Clement suggested Pennrose should be at the meeting.

1. Adjournment

The meeting adjourned at 12:52 PM. Motion to adjourn made by Ms. Koppenhaver, seconded by Legislator Gavaris. All were in favor.