

**TROY LOCAL DEVELOPMENT CORPORATION
Board of Directors Meeting Minutes
February 8, 2013
8:30 a.m.**

BOARD MEMBERS PRESENT: Wallace Altes, Chair, Bill Dunne, Andrew Ross, Ken Zalewski

ABSENT: Andrew Torres, Ph.D.

ALSO IN ATTENDANCE: Mayor Lou Rosamilia, Dep. Mayor Pete Ryan, Justin Miller, Esq., Ashley Parslow and Kevin Mullen and Denee Zeigler

Minutes

Wallace Altes called the meeting to order at 8:30 a.m. and advised that they will be meeting as a committee of the whole.

- I. Review of minutes from the January 11, 2013 meeting. The board reviewed the minutes and made a motion to approve.

**Ken Zalewski made the motion to approve the minutes.
Andrew Ross seconded the motion, motion carried.**

- II. New Business

1. IRS 501c Status- Justin Miller gave an overview of what the change in status means for the TLDC. Justin explained that the change from 507b to 509a changes the LDC from a private foundation to a public charity. This will allow the LDC to accept donations, specifically of land, that can be claimed as charitable donations. Ken Zalewski asked if we had to pass a resolution? Justin advised that they applied for this status last year and it is coming through now.
2. Budget and Finance Report-Joe Mazzariello and Selena Skiba presented to the board the current financials for the TLDC. Joe mentioned that there would be approximately \$96,000 coming in from Main Street grants. He is also currently reviewing the Section 108 HUD loan.

Joe mentioned that Old World Provisions emailed a proposal of a plan to bring their account current and revise how future payments are made. Currently they are making payments that are interest only and nothing is being applied to the principle. Monica Kurzejeski said he has been in contact with them to discuss options. Both Joe and Monica agreed that

the proposal was not accepted, but are going to continue to work with them to come up with a plan that works for all.

Selena questioned if there was a date for the closing for 88 King Street. Bill explained that the sale of that parcel is tied to the Leonard Hospital sale and both are waiting for the next steps.

The Chairman asked when the audit process would be started. Joe advised that they will be coming in March and will have a presentation set for April.

The Chairman asked for a motion to move into executive session in order to discuss financial matters of the TLDC tenants as well as negotiations of current projects.

**Ken Zalewski made a motion to move to executive session.
Andy Ross seconded the motion, motion carried.**

The Board returned from executive session, with no actions taken.

3. Rare Form Brewery-Kevin Mullen of Craft Brewing gave a presentation of his plan to open a taproom at the corner of Third Street and Division Street and what drew him to Troy, NY. He mentioned that the brewing would be done offsite. They are asking for assistance in the amount of \$20,000. Kevin mentioned to the board that he will be working with local establishments to see about carrying his product.

The board questioned parking for that location. Kevin said that he has a good relationship with the Redfront and may be able to use their lot in addition to the street parking.

Andy Ross wanted to disclose to the board that he will be renting space to Kevin for the brewing.

The Chairman asked if there were any additional questions from the board and asked if they wanted to make a motion to authorize negotiations.

**Ken Zalewski made a motion to authorize negotiations.
Bill Dunne seconded the motion.
Andy Ross abstained, motion carried.**

Indigo Salon-Monica wanted to introduce the board to a project that is in the works with Indigo Salon. They are currently on River Street, but are out growing their space. She explained that they recently bought a historical building on Second Street and are getting a 50/50 Façade grant.

MediMobile-Monica presented to the board a project that would assist in purchasing additional vehicles used as medical transports for Vets. The Chairman wanted to note that it seems like a great program, but is outside of the realm of assistance that the TLDC can offer.

Marketing Money-Monica presented to the board a plan to budget \$20,000 for the creation of marketing brochures and promotional

materials that could be used to help advertise the City. Ken Zalewski raised the question why the LDC would fund this and not the City. Monica advised because the budget has already been adopted for this year, there would not be any funds available. But maybe in the future that is something that they can add in. Justin also stated that the LDC is a supporting agency to the City. The Mayor agreed that the LDC is an arm of the City, but they are their own entity. The LDC is a tool to market the City. Ken Zalewski supported the idea of the City sharing the burden.

3. Economic Development Program-Monica discussed coming up with a future plan for funds to be used and how to get additional funds. She mentioned the Troy Redevelopment Fund as a possible matching source.

Bill advised the board that the sale of the former Leonard Hospital building was passed by City Council and wanted to see if funds should be set aside at this time to evaluate the building and site. The Chairman agreed and asked if there was a motion to set aside \$25,000.

Ken Zalewski made the motion to set aside \$25,000 in funds. Andy Ross seconded the motion, motion carried.

The Chairman advised that they would be moving into the Governance committee portion of the meeting.

Governance Committee

The board had a discussion on the current By-laws and changes that were made in 2010. Justin Miller gave some history on how the changes came about. He explained that the By-laws were updated in 2010. Since the update, there was a portion of the By-law that speaks about board members not being able to hold the position of CEO. This portion was repealed, allowing board members to be CEO with the restriction that they cannot participate in discussions of salary or time and attendance related to their position. It came to the attention of the board during the ABO compliance review that these new revisions had not been updated to the current By-laws. Wally asked the board if there were any questions about updating the By-laws to allow for a board member to serve as Executive Director. There were no questions by the board.

Bill Dunne made a motion to accept the changes to the By-laws dated February 8, 2013. Ken Zalewski seconded the motion, motion carried.

The Chairman asked that they close the Governance Committee portion of the meeting.

Ken Zalewski made a motion to close the Governance Committee portion of the meeting. Andy Ross seconded the motion, motion carried.

The regular Board reconvened to discuss the changes to the By-laws that were reviewed by the Governance Committee.

Ken Zalewski made a motion to accept the changes to the by-laws to allow a board member to serve as Executive Director. Andy Ross seconded the motion.

Bill Dunne abstained, motion carried.

The Mayor asked if the board needs to re-appoint someone to Executive Director.

Andy Ross made a motion for Bill Dunne to be Executive Director of the TLDC.

**Ken Zalewski seconded the motion,
Bill Dunne abstained, motion carried.**

Mayor Lou Rosamila questioned whether or not Joe Mazzariello, the City Comptroller, can be the CFO according to these changes or should they be updated to mirror the IDA. Ken Zalewski felt the wording should be left as it is. Justin reviewed with the board the section of the IDA By-laws that discusses the position of treasurer. Andy Ross questioned if his time is able to be charged back to the City. Joe Mazzariello explained that only with the IDA, not with the LDC.

Justin clarified that Joe can be a member of the Board, it is the boards responsibility to decide how it should be worded. Ashley Parslow explained that one of the main reasons for the change was to keep the management and staff separate.

The Chairman suggested that they take additional time to review the changes and discuss them more at the next meeting. Justin Miller will circulate a new copy of the By-laws with the changes for everyone to look over. They need to decide whether to keep the wording as it is or change the wording to be more specific regarding position of Chief Financial Officer.

**Andy Ross made a motion to table any proposed changes.
Ken Zalewski seconded the motion,
Bill Dunne abstained, motion carried.**

III. Adjournment

**Bill Dunne made a motion to adjourn the meeting.
Andy Ross seconded the motion, motion carried.**

The Board adjourned the meeting at 9:30.