

KLDC

KINGSTON LOCAL DEVELOPMENT CORPORATION

Hon. Shayne R. Gallo, President

Amanda L. Bruck-Little, Executive Director

Brenna L. Robinson, Portfolio Manager

MEMORANDUM

BOARD OF DIRECTORS - KINGSTON LOCAL DEVELOPMENT CORPORATION
JAMES NOBLE, CITY OF KINGSTON ALDERMAN AT LARGE
CARLY WILLIAMS, CITY CLERK
AMANDA L. BRUCK-LITTLE, KLDC EXECUTIVE DIRECTOR / KLDC RECORDING SECRETARY /COMMUNITY DEVELOPMENT FINANCIALS
BRENNAL. ROBINSON, KLDC PORTFOLIO MANAGER / COMMUNITY DEVELOPMENT DIRECTOR/ ZONE COORDINATOR EZ
GEORGE W. REDDER, ESQ., COUNSEL KLDC
HOWARD KOHN. THE CHESAPEAKE GROUP, INC.
SUZANNE CAHILL, CITY PLANNER
GREGG H. SWANZEY , DIRECTOR OF ECONOMIC DEVELOPMENT
DAILY FREEMAN, 79 HURLEY AVENUE, KINGSTON, NY 12401
WKNY, PO BOX 1398, KINGSTON, NY 12402
WWBWZ, WPKF, WRNQ & WRWR-FM, 20 TUCKER DRIVE, POUGHKEEPISE, NY 12601
WPHD/WCZX/WEOK/WRRV, PO BOX 416, POUGHKEEPSIE, NY 12602
WDST, PO BOX 367, WOODSTOCK, NY 12498
POSTMASTER, KINGSTON PO BOX 9998, KINGSTON, NY 12402-9998

FROM: SHAYNE R. GALLO, MAYOR/PRESIDENT OF KLDC BOARD OF DIRECTORS

RE: KINGSTON LOCAL DEVELOPMENT CORPORATION BOARD MEETING

Please be advised that a meeting of the Kingston Local Development Corporation will be held at **8:00 a.m., Thursday, July 17, 2014**. Said meeting will be held in the Mayor's Conference Room, City Hall, 420 Broadway, Kingston, NY 12401.

AFFIDAVIT OF MEETING:

I, Bradley Jordan, Secretary for the Board of Directors of the Kingston Local Development Corporation, did on the **8th day of July, 2014** mail this notice to the individuals listed above. Mailing was accomplished by sealing said notice in an envelope and depositing same, with postage thereon, full pre-paid, with the United States Post Office.

Bradley Jordan

BRADLEY JORDAN, SECRETARY

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AGENDA

Thursday, July 17, 2014 @ 8:00 a.m.

1. Call to Order
2. Counsel Redder - Portfolio Review & Updates
3. NYSDOS – Committee on Open Government & Ethics Board
4. Loan Request – DragonSearch, LLC
5. Approval of Minutes of Previous Meeting from June 19, 2014
6. Adjournment

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July 17, 2014

PRESENT:

BOARD MEMBERS – President Gallo, Vice President Dwyer, Treasurer Feeney, Mathews, Turco-Levin, Fitzgerald, Potter Berardi & Taylor

KLDC EXECUTIVE DIRECTOR / KLDC RECORDING SECRETARY - Bruck-Little

ABSENT:

BOARD MEMBERS – Secretary Jordan & Clement

KLDC PORTFOLIO MANAGER & COMMUNITY DEVELOPMENT DIRECTOR- Robinson

KLDC COUNSEL – Redder

ECONOMIC DIRECTOR – Swanzey

CONSULTANT - Kohn

PLANNING- Cahill

COMMON COUNCIL LIASON – Will

Meeting was called to order by President Gallo at 8:07 am.

President Gallo introduced Ms. Tammara Taylor who was appointed to the Board upon the departure of Mr. Reinhardt who resigned after numerous years serving as a Board Member. Mr. Reinhardt's service was greatly appreciated. Ms. Taylor is the owner of The Perfect Fit, located on Broadway.

At 8:08 am a motion was made by Ms. Turco-Levin to enter into Executive Session to discuss updates on legal matters at hand as presented by Counsel Redder. Second by Treasurer Feeney. Motion carried.

At 8:42 am a motion to exit Executive Session was made by Ms. Potter . Second by Ms. Turco-Levin. Motion carried.

A motion was made by Treasurer Feeney to have Counsel Redder accept the counter offer on behalf of Jordan & Monica Schor and move forward with the Confession of Judgement as presented. Second by Ms. Potter. Motion carried.

A motion was made by Treasurer Feeney to have Counsel Redder cease any further action against Bennie Carlos as due diligence has been done in all attempts to collect on this debt to no avail. Second by Vice President Dwyer. Motion carried.

A motion was made by Treasurer Feeney to have Counsel Redder ascertain assets of Todd Langon, whether the KLDC would be able to collect on said borrower and the cost of hiring someone who specializes in collections. Second by Ms. Potter. Motion carried.

New York State Department of State – Committee on Open Government – The Board discussed the letter that was written to Hon. James Noble, Alderman-at-Large which was a response to a letter written to them March 14, 2014 regarding Alderman-Liaison Will and his issue with being excluded from Executive Session. *The letter from the NYSDOS is attached.*

DragonSearch, LLC – Loan Request - DragonSearch, LLC is a full-service digital marketing agency. The agency currently occupies space at 280 Wall St., Kingston but is in the process of moving in to the second floor of the Senate Garage Building at Front & Fair providing them with much more space in an environment that will lay groundwork for

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their next stage of growth. The space is currently undergoing renovations in preparation of the move. DragonSearch has submitted an application for a loan in the amount of \$50K to be used towards the costs to build out office space. These improvements include project demolition, roofing, window repairs, floors, electrical upgrades, build out of office space, build out of bathrooms, walls, lighting fixtures, training/media center and HVAC system.

Finance Committee and Staff have recommend the approval of this loan request based on the collateral for the loan as well as the importance of the business and facility for the Uptown area. Retention of 23 full time / 5 part time jobs (PT positions fluctuate according to how many interns are employed at any given time) and the creation 6+ full time jobs over a 5 year period and part time/intern positions will fluctuate accordingly. A motion was made by Treasurer Feeney to approve the loan application for DragonSearch, LLC in the amount of \$50K. Second by Mr. Mathews. Motion carried.

A motion was made by Mr. Mathews to approve the minutes from the June 19, 2014 meeting. Second by Vice President Dwyer. Motion carried.

At 9:20am a motion was made by Ms. Turco-Levin to adjourn. Second by Ms. Potter. Motion carried.

Respectively Submitted,



Amanda L. Bruck-Little
Recording Secretary



STATE OF NEW YORK
DEPARTMENT OF STATE
COMMITTEE ON OPEN GOVERNMENT

Committee Members

RoAnn M. Destito
Robert J. Duffy
Robert L. Megna
Cesar A. Perales
Peter D. Grimm
M. Jean Hill
Hadley Horrigan
Colleen Kavanagh
David A. Schulz
Franklin H. Stone
Stephen B. Waters

Executive Director

Robert J. Freeman

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Albany, New York 12231
Tel (518) 474-2518
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www.dos.ny.gov/coog

May 28, 2014

James Noble
420 Broadway
Kingston, NY 12401

The staff of the Committee on Open Government is authorized to issue advisory opinions. The ensuing staff advisory opinion is based solely upon the information presented in your correspondence.

Dear Mr. Noble,

This is in response to your letter of March 14, 2014 and the additional materials received.

Your question is whether the exclusion of Alderman Brad Will, the Common Council Alderman-Liaison to the Kingston Land Development Corporation (KLDC) from the executive session of the KLDC declared by Mayor Gallo was permissible. It is your understanding that "in the City of Kingston, the Corporation Counsel handles legal matters, not only for the executive branch but also for the Common Council," [sic] and that it is the duty of the "Common Council of the City of Kingston...to understand the financial affairs of the KLDC."

In this regard, we direct your attention to §105(2) of the Open Meetings Law. That provision states that: "Attendance at an executive session shall be permitted to any member of the public body and any other persons authorized by the public body." As such, only the members of a public body have the right to attend an executive session of that body. Because the Alderman is not a member of the KLDC Board, we do not believe that he has a right to attend its executive sessions.

Viewing the matter from a different perspective, if, as Corporation Counsel Zweben suggested, the Board members technically did not enter into an executive session, but rather the communication was within the scope of the attorney-client privilege, the Open Meetings Law would not apply.

May 28, 2014

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We note that §108 of the Open Meetings Law pertains to "exemptions." When an exemption applies, the Open Meetings Law does not. One of the exemptions, §108(3), refers to "any matter made confidential by federal or state law." It has been held that when a municipal board seeks legal advice from its attorney, and the attorney is offering legal advice, they create an attorney-client relationship under which their discussion is privileged and confidential, and therefore, exempt from the Open Meetings Law. As Corporation Counsel suggested, the presence of a person other than the client, the KLDC Board members, would result in a waiver of the privilege.

In sum, because the Alderman is not a member of the KLDC Board, we do not believe that he had a right to be present during the gathering at issue.

We hope that we have been of assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lucya J. Pak', written in a cursive style.

Lucya J. Pak
Legal Intern

cc: Alderman Brad Will

Board of Directors, Kingston Local Development Corporation

Andrew P. Zweben, Corporation Counsel