

**MINUTES OF THE BOARD OF DIRECTORS' MEETING  
WEDNESDAY, MAY 15, 2019 – 5:00 PM  
HILTON PEARL RIVER, PEARL RIVER, NY**

**Present:**

Debra E. Boening *	Dr. Mary P. Leahy	Sr. Kathleen Sullivan
Stephen A. Coyle	Dr. Arthur L. Lerner-Lam	James. B. Tully
Hon. Ed J. Day *	Dr. Mary Jean Marsico *	Quinton C. Van Wynen
Hon. Toney Earl *	Thomas M. Rau	Jill A. Warner
Scott R. Goldstein	Marian Rokeach	Christine K. Wise-Vazquez
Sabrina HoSang Jordan	Mark D. Rothenberg	Stephen Yassky
Marjorie Lang	Robert E. Seaman, III	

**Absent:**

Judith Bachman, Esq.	William F. Helmer	Malcolm G. McLaren
Dr. Michael A. Baston	Jonathan Kupperman	Marcelo D. Reggiardo
Eric Dranoff *	John A. Maraia, Jr. *	Robert Sanchez
Rafael Espaillat	Bruce Mason	Meghan Taylor *

**\* Denotes Ex-Officio Directors**

**Staff:** Jeremy L. Schulman, President & CEO, Phyllis W. Tucker, Jayne Nichols, Lin Simeti, Zacha Tuttle

**Guests:** Eric Warren, Senior Project Manager, Rockland, Westchester & Putnam, Empire State Development

The meeting of the REDC Board of Directors was called to order by Chair Thomas Rau at 5:12 pm and a quorum was present.

► **Motion:** A Motion to accept the Minutes of the March 19, 2019 Board Meeting. Motion by Robert Seaman and seconded by Jill Warner. Motion passed unanimously.

**Future of REDC:** Chair Tom Rau addressed the board and focused on the following “themes”:

- The county funding for 2019 has been verified
- Steve Coyle will over-see the office; Jeremy is available as needed; June 3<sup>rd</sup> start
- Requesting approval by the board for moving forward
- Tom Rau and Steve Coyle met with the staff and discussed the new Economic Development model
- PTAC – Steve Coyle and Marcelo Reggiardo will over-see the transition to RCC; PTAC contract presently in place, goes until the end of February, 2020
- REDC staff will be offered an incentive to stay and assist in closing the agency
- Luncheon to go forward for 2019; County Executive Ed Day will be the keynote speaker and roll out the new model for Economic Development
- The Executive Committee is recommending that Judith Bachman be retained to assist

**Chair Rau introduces County Executive Ed Day to speak:**

- Long standing relationship between REDC and County Government
- Bring in wealth & taxpayers into Rockland/\$7.5 billion in revenue
- Committee in County Government similar to REDC Board of Directors
- Maintain mission, tighten up approach with the strength of those involved in REDC.

## 1. Jeremy L. Schulman

- As you know, Jeremy has accepted employment with the County and wants to potentially begin as of June 1, 2019.
- But Jeremy's employment contract provides:

"In the event the President intends to voluntarily resign his employment with REDC before expiration of the term of this Contract, then the President shall give the REDC Executive Committee a minimum of sixty (60) days written notice in advance, unless the parties otherwise agree in writing to other terms related to such separation."
- Because of this language, in order to enable Jeremy to resign and begin his new County employment on or about June 1, 2019, we need to agree in writing to waive the sixty day notice provision
- So, we need a motion that: "REDC waives the minimum sixty-day notice provision in Jeremy L. Schulman's employment contract and that his resignation shall be accepted and effective as of May 31, 2019. And that Thomas Rau, as Chair of REDC, or in his absence, Stephen Coyle, is authorized to execute a written agreement with Jeremy L. Schulman stating the foregoing."
- ▶ **Motion:** A Motion to accept the following recommendation: "REDC waives the minimum sixty-day notice provision in Jeremy L. Schulman's employment contract and that his resignation shall be accepted and effective as of May 31, 2019. And that Thomas Rau, as Chair of REDC, or in his absence, Stephen Coyle is authorized to execute a written agreement with Jeremy L. Schulman stating the foregoing." Motion by Robert Seaman and seconded by Mark Rothenberg. Jeremy L. Schulman abstained. Motion passed unanimously.

## 2. Authorizing the Executive Committee to explore the possibility of dissolution of REDC

- Second, as you know, the County has suggested that REDC be dissolved and its functions be assumed by the County under Jeremy's auspices.
- If the Board wants to explore the possibility of doing this, we need a resolution approving that. To dissolve, the first step in the process would be to draft a plan of how to dissolve; this plan would be subject to the approval of the Board of Directors.
- If ultimately the dissolution or the plan is not approved by the Board, then the dissolution will not occur. That means that tonight's meeting and vote is not about definitively deciding if, when or how to dissolve. It is only about authorizing the first steps in the process.
- So for now to move forward, we need a motion that: "The Executive Committee of REDC is authorized to explore the possibility of dissolving REDC and to facilitate the drafting of a Plan of Dissolution."
- ▶ **Motion:** A Motion to accept the following recommendation: "The Executive Committee of REDC is authorized to explore the possibility of dissolving REDC and to facilitate the drafting of a Plan of Dissolution." Motion by Robert Seaman and seconded by Quinton Van Wynen. Jeremy L. Schulman abstained. Motion passed unanimously.

## 3. Hiring The Bachman Law Firm PLLC to assist in the possible dissolution of REDC

- For this item, Judith Bachman (who is available by phone) cannot participate in the discussion or vote.
- There are a number of legal steps required in the dissolution process. Dissolution will take some time and require the support of the Board, staff and legal counsel.
- Judith Bachman, current REDC Board member, is an attorney whose firm does a variety of work. Among the things that they do is corporate work for profit, religious, and not for profit entities. She has assisted other entities in the dissolution process and disposition of assets - - beginning nearly 20 years ago with the dissolution of the Jewish Community Center of Spring Valley, and other work for the Jerrahi Order of America, Rockland Independent Living Center, the Intercommunity Relations Council and Ellenville Hospital.
- I have discussed the possibility of her firm assisting REDC in the dissolution process. She has offered to have her firm do the work at 25% discounted rate which is:
  - Judith Bachman - discounted rate of \$356.25 per hour (regular rate is now \$475 per hour)
  - Associated Counsel-discounted rate of \$262.50 (regular rate is now \$350 per hour)

- Paralegal- discounted rate of \$93.75 per hour (regular rate is now \$125 per hour)
  - For your information, neither the by-laws nor New York State Not for Profit Law prevents us from hiring Judith's firm. The fact that she is a board member only means that she cannot participate or vote in this discussion.
  - So given the urgent nature of this matter, Judith's familiarity with it and her contributions already for it, we need a motion that: "REDC retain The Bachman Law Firm PLLC at a 25% discounted rate to assist with the potential dissolution of REDC."
- **Motion:** A Motion to accept the following recommendation: "REDC retain The Bachman Law Firm PLLC at a 25% discounted rate to assist with the potential dissolution of REDC." Motion by Sabrina HoSang Jordan and seconded by Marjorie Lang. Jeremy L. Schulman abstained. Motion passed unanimously.

Conversation continued:

- Steve Coyle – Judith & Phyllis have been in touch with NYS Comptroller's Office/Money left in the budget/predetermined schedule will stay in place
- Robert Seaman – County Executive Day is providing solid leadership
- Jill Warner – board should add agenda items going forward – there needs to be an organized way to handle everything
- Mark Rothenberg – regarding the luncheon – there needs to be a theme and purpose for the luncheon
- County Executive Ed Day – regarding the luncheon - "join forces with the business community"; part of the success story; potential to collaborate to make county strong
- Christine Wise-Vazquez – how did we get here? why is REDC closing? Is it financial? Is it duplication of services?
- Scott Goldstein – talked about the Office of Economic Growth & Tourism and its operation; County Executive Day indicated that there will be a county approved commission to work with the office.
- Art Lerner-Lam – when can we talk about what is happening? Chair Rau stated that for right now it should remain confidential and that there will be a scheduled public roll-out
- Mark Rothenberg – how long are we going to keep it quiet? At the earliest opportunity we should roll it out
- Christine Wise-Vazquez – regarding the day to day business, will people know who to call?
- Scott Goldstein – referenced the Fund Balance and said that we will need to spend down/REDC has fiduciary responsibilities
- Chair Tom Rau – working on a strategy to dispense funds
- County Executive Ed Day – funding is in place for 2019
- Chair of the Legislature Toney Earl – referenced Resolution No. 173 of 2019 approving funding for REDC

Chair Tom Rau thanked everybody for attending and indicated that more information will be forthcoming.

- **Motion:** A Motion to adjourn. Motion by Mark Rothenberg and seconded by Sabrina HoSang Jordan. The motion passed unanimously. Meeting was adjourned at 6:30 pm.