

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
WEDNESDAY, JULY 17, 2019 – 5:00 PM
HILTON PEARL RIVER, PEARL RIVER, NY**

Present:

Judith Bachman, Esq.	Malcolm G. McLaren	Sr. Kathleen Sullivan
Stephen A. Coyle	Thomas M. Rau	James. B. Tully
Scott R. Goldstein	Marcelo D. Reggiardo	Quinton C. Van Wynen
William F. Helmer	Mark D. Rothenberg	Jill A. Warner
Dr. Arthur L. Lerner-Lam	Robert E. Seaman, III	Stephen Yassky

Absent:

Dr. Michael A. Baston	Sabrina HoSang Jordan	Bruce Mason
Debra E. Boening *	Jonathan Kupperman	Marian Rokeach
Hon. Ed J. Day *	Marjorie Lang	Robert Sanchez
Eric Dranoff *	Dr. Mary P. Leahy	Meghan Taylor *
Hon. Toney Earl *	John A. Maraia, Jr. *	Christine K. Wise-Vazquez
Rafael Espaillat	Dr. Mary Jean Marsico *	

*** Denotes Ex-Officio Directors**

Staff: Phyllis W. Tucker, Jayne Nichols, Lin Simeti, Zacha Tuttle

The meeting of the REDC Board of Directors was called to order by Chair Thomas Rau at 5:07pm and a quorum was present.

► **Motion:** A Motion to accept the Minutes of the May 15, 2019 Board Meeting. Motion by Robert Seaman and seconded by Mark Rothenberg. Motion passed unanimously.

Treasurer's Report Chair Quinton Van Wynen reported that REDC's finances are in order and our revenue and operating expenses are on target. The county funding has come in and the remainder of the money will be vouchered moving forward. A conversation took place regarding whether or not REDC should voucher for the remaining money due or not. It was decided to move ahead with the necessary vouchering.

► **Motion:** A Motion to accept the Treasurer's Report. Motion made by James Tully and seconded by Mark Rothenberg. Motion passed unanimously.

Topics for Discussion: Chair Tom Rau stated the following:

- **"Dissolution Resolution"** - The Executive Committee voted to recommend to dissolve REDC by a unanimous vote - A vote to approve the dissolution of REDC is required; Judith Bachman's support has been invaluable; Jeremy is in his new position; county strongly supports REDC through the transition; it is a significant process to consolidate; strong commitment from all involved; waiting for RCC to commit to PTAC; funding from the county is in place for REDC through the end of the year.

Jill Warner requested that the content of the dissolution resolution be distributed to the board prior to the meeting.

► **Motion:** A Motion to accept the recommendation of the Executive Committee to dissolve REDC. Motion made by Marcelo Reggiardo and seconded by James Tully. Judith Bachman abstained. Motion passed unanimously.

- **Staffing Stay-Pay Discussion:** The staff was asked to leave the room. After 45 minutes, we were invited back into the room and the staff was informed that we would hear something regarding a package the next morning.
- **Remaining funds discussion:** REDC's Certificate of Incorporation explicitly provides that upon dissolution, all remaining assets and property of the corporation (less cost of dissolution) will be distributed to the County of Rockland. Additionally, prior to setting up any disposition of any assets of REDC, we will need to draft a written plan of dissolution that must be submitted to the Board for review and approval. That plan will include set asides (with high side estimates because we will not be allowed to exceed the amounts stated) for all liabilities (known and unknown), e.g., the cost of buying out the lease, any loss on the lunch, etc. It will only be the net amount of assets left after payment of all liabilities that will be available for disposition upon dissolution. We will begin compiling all of the information necessary to draft this plan and will submit it for Board approval when finalized. There is no plan to vote on at this time.
- **PTAC Up-date:** Steve Coyle reported that there is a meeting scheduled for August 18th with RCC.
- **Luncheon:** James Tully commenced a conversation: Celebration; what are the accomplishments of REDC; video component (LCM); organized a committee – James Tully, Mark Rothenberg, Steve Yassky & Tom Rau.
- **Update on office operations:** Steve Coyle reported that the staff has begun the process of moving all documentation to the CLOUD, working with Jeremy to ensure smooth transition and preparing to vacate the space at the end of the year.

Chair Tom Rau: The Executive Committee voted to recommend that Stephen Coyle be appointed to the Executive Committee.

► **Motion:** A Motion to accept the recommendation of the Executive Committee. Motion made by Bill Helmer and seconded by Mark Rothenberg. Motion passed unanimously.

► **Motion:** A Motion to adjourn. Motion by Robert Seaman and seconded by Stephen Coyle. The motion passed unanimously. Meeting was adjourned at 6:30pm.