

**PORT JERVIS COMMUNITY DEVELOPMENT AGENCY
(PJCDA)
TRANSCRIPT - SPECIAL MEETING of February 2, 2022
7:00 p.m.
Via Conference - ZOOM
Dial: +1 646-558-8656
Access Code/Meeting ID: 838 1317 7806**

John Russell:

Okay. And this is John Russell calling to order a meeting of Port Jervis Community Development Agency, a special meeting of February 2nd, 2022. It is 7:08 PM. In attendance are myself, Denis Livingston, Regis Foster, Elizabeth Miller, Valerie Maginsky, and Matthew Witherow.

Valerie Maginsky:

And not here this evening is...

John Russell:

Yeah, not...

Valerie Maginsky:

Go ahead.

John Russell:

Absent today is, Kristin Trovei and Michael Talmadge.

Valerie Maginsky:

Mm-hmm (affirmative)? Very good.

John Russell:

And we don't even answer any of that kind of thing, you have on your introduction a new member, a board member.

Valerie Maginsky:

And that would be Kristin Trovei, who's appointment started officially yesterday, 12/1/22 (pending correction, "yesterday 2/1/2022.")

John Russell:

Okay. So there'd be an introduction if she was here.

Valerie Maginsky:

Right.

John Russell:

But she didn't actually pretty much continue, except for a month continuous for several years. So the next thing is the order of the election of officers. I don't know, Valerie, has everyone been... debriefed on what...

Valerie Maginsky:

Yes. There has been a discussion and a general agreement. And if necessary, Matt can add some direction as to how to initiate the process.

Matthew Witherow:

Sure. We would start with a motion to fill the position of President, followed by a second, any discussion and vote, and follow suit with the rest of the offices.

Valerie Maginsky:

Okay. First up would be Chair-

John Russell:

Okay, so-

Valerie Maginsky:

... Chairperson.

John Russell:

... but we have the resolution. Are we going to mirror that, essentially?

Valerie Maginsky:

Definitely.

John Russell:

So I would make a motion that Kristin Trovei be named Chairperson. Are we going to do one at a time?

Valerie Maginsky:

Yes.

Denis Livingston:

Well, we could do all the slate if nobody's running against anybody, we can just do the whole slate, and then just have one motion to accept all of them.

Matthew Witherow:

That is correct, and it will be unanimous for each position.

John Russell:

Well, it's either got to be unanimous or it won't get done at all. Right, you can... essentially tonight, anyway. So yeah, that's fine with me. So, I guess it'll include myself though, and make a motion that Kristin Trovei of the appointed Chairperson, myself as Vice Chairperson, Michael Talmadge as Treasurer, and Elizabeth Miller as Secretary.

Denis Livingston:

I'll do that.

John Russell:

And it was seconded by [crosstalk 00:04:33] Denis? And any discussion? All in favor?

Denis Livingston:

Aye.

Regis Foster:

Aye.

John Russell:

Aye.

John Russell:

Opposed? Mentions that that motion carries. So then we had the resolution of the Port Jervis Community Development Agency-

Valerie Maginsky:

And I'm, I'm sorry-

Denis Livingston:

Oh, go ahead.

Valerie Maginsky:

... I'm sorry, I'm sorry. I just want to clarify that was Dennis that motioned and then Regis that second? Is that-

Regis Foster:

Yeah.

Valerie Maginsky:

... correct? Okay. Very good.

Denis Livingston:

We'll do it that way because I don't think John can make a motion for himself, so-

Valerie Maginsky:

Right.

Denis Livingston:

... I will make that-

John Russell:

Correct.

Denis Livingston:

... motion and do a second it.

John Russell:

Yep.

Valerie Maginsky:

Okay. It's just the audio was a little blippy, so, thank you.

Regis Foster:

No problem.

John Russell:

Okay. Does everybody have a copy of the resolution for the bank signatories?

Regis Foster:

Yes sir.

Denis Livingston:

Yes.

John Russell:

I guess on this, Matt, I don't see any... personally I don't see any conflict of interest with me approving the signatories. I don't have a pecuniary interest in accounts that are open. It's not part of my responsibilities at the bank.

Matthew Witherow:

Right, John, I agree. We had looked at this issue when the accounts moved to the bank, and it remains the position that there is no conflict, you have no pecuniary interest.

John Russell:

Okay. Right. So, I guess in addition to Kristin, Mike Talmadge, and Regis, Denis and... Oh, no, sorry. I'm sorry. Everybody but me is going to be an authorized signer, right? Essentially is what it boils down to. So would somebody like to make the motion to update our accounts, to reflect that those members would be added to the accounts as they're listed in the resolution?

Denis Livingston:

So moved.

John Russell:

All right, motion by Denis?

Denis Livingston:

Yes.

John Russell:

Second?

Elizabeth Miller:

I'll second.

John Russell:

Seconded by Elizabeth.

Elizabeth Miller:

Yep.

John Russell:

Or Liz, sorry. Any discussion? All in favor?

Denis Livingston:

Aye.

Regis Foster:

Aye.

Elizabeth Miller:

Aye.

John Russell:

Opposed? Any abstentions? That motion carries. Procurement policy. So is everybody kind of up to date on what happened here as well?

Denis Livingston:

Yes.

Regis Foster:

Yes. We heard about [crosstalk 00:07:26] it the last meeting, yep.

John Russell:

Well, I mean, since the last meeting we found out that the micro-purchasing limit is now \$10,000 and not 2,000. So that's one thing, but I don't know if we had any other questions about specifically exempting, any other professional services. I had brought up a couple of questions to Valerie about other people that, or services that we were using, that if we were just holding strictly to that, would've been included in the... under the same... rules, so to speak, that we were discussing Matt's appointment.

John Russell:

Do you want to just recap that, Valerie?

Valerie Maginsky:

Sure. So as John mentioned, the per HUD, the micro-purchasing levels have changed from 2,000 to \$10,000. This evening that is the issue before the board, just that and specifically. Separately, I was following up on clarification of how professional services are dealt with. And I did touch base with Laura Quick, Clerk Treasurer, and also did follow up with the mayor.

Valerie Maginsky:

I'm still waiting for some more clarification with regards to that issue. However, Laura did send New York State municipal services information forward, and professional services do not necessarily have to fall under a RFP process. Eventually within the procurement policy, we, the board, should decide upon how to list that and define that for future reference.

Valerie Maginsky:

Currently, I would gather that professional services include accounting, legal, and our bookkeeper, because per the definition, there's a specialized and technical knowledge that's included under those headings.

Valerie Maginsky:

Another question was with regards to the purchase of the multiyear contract for Happy Software, and at that time we did not have this in effect. It is a technical issue, and under those particular items, eventually after the multi-year contract, then to look into that a little more deeply. One item here was talking about RFP for professional services.

Valerie Maginsky:

I will note that thus far, all three positions, attorney, CPA, and bookkeeper, have been rotating on a year contract. So it's not as if it's a lot of money, it's not... they have not been expensive contracts, and they have been reviewed on an annual basis.

Valerie Maginsky:

So at this point, if we could move forward with just the update of the procurement policy with regards to the purchasing limits under micro-purchases, we could move forward with confidence by the end of the month with an update to our legal counsel's position and terms.

John Russell:

Okay. So right now we're just looking at increasing the micro-purchase limit from 2,000 to \$10,000, as far as this policy amendment goes.

Valerie Maginsky:

Correct.

John Russell:

All right, so I would make a motion that we update the [inaudible 00:11:37], these are the PJCDA procurement policy to raise the limit to from \$2,000 to \$10,000 for micro-purchases in line with the HUD regulations.

Regis Foster:

I'll move it.

John Russell:

A move, is that Regis?

Regis Foster:

Yes.

John Russell:

All right, motion by Regis.

Denis Livingston:

Question.

John Russell:

Yeah?

Denis Livingston:

It's basically in HUD's packet that we can go to \$10,000 without any RFPs. So without any RFPs, we can... we can pass Matt to be our authority without having to solicit any other quotes. Am I right or wrong on it?

John Russell:

Yes, [crosstalk 00:12:28]. Yeah, that's right.

Denis Livingston:

Okay. Okay. I'll second it.

John Russell:

Okay, second by Denis. Any discussion? All in favor?

Denis Livingston:

Aye.

Regis Foster:

Aye.

Elizabeth Miller:

Aye.

Valerie Maginsky:

Okay-

John Russell:

Oppose? Is that a yes? Somebody opposed?

Valerie Maginsky:

No. No one opposed.

John Russell:

That was just a blip?

Valerie Maginsky:

That was a-

John Russell:

Okay.

Valerie Maginsky:

... a blip. That was, Valerie's going to add something-

John Russell:

All right.

Valerie Maginsky:

... when you're done. Sorry.

John Russell:

And no abstentions. That motion passed. Okay. Go ahead, Valerie.

Valerie Maginsky:

Okay, on the current procurement policy, which has the updated section, I will be updating the date, which is in the upper right-hand corner. And that will be then zero to today's date, February 2nd, 2022. And then secondarily, we do need to pass a resolution to go along with that change. Sorry, I realized that

late this... just before the meeting here. And if you like, I could read it out and it could be passed along as well. Matt, does that need a separate-

John Russell:

Okay.

Valerie Maginsky:

Yeah, it does. Okay. So, short and sweet, "Resolution of the Port Jervis Community Development Agency, PJCDA Port Jervis, Orange County, New York, regarding PJCDA HUD NY134 procurement policy update February 2nd, 2022. Whereas the PJCDA's procurement policy was last updated in January, 2021, and subsequently accepted by the US Department of HUD, and whereas in the interim, HUD micro-purchasing limits have since changed to \$10,000. Now, therefore be it resolved that the Port Jervis Community Development Agency Board of Directors hereby approves the agency's micro-purchasing limit listed under the small purchases section of the procurement policy to be changed from \$2,000 to \$10,000."

Valerie Maginsky:

And now to be motioned and approved.

John Russell:

Okay, does anybody want to make a motion, and make that motion on the resolution?

Elizabeth Miller:

I'll make the motion.

John Russell:

Okay, so moved by Liz?

Regis Foster:

I'll second it.

John Russell:

Seconded by Regis?

Regis Foster:

Yep.

John Russell:

Any discussion? All in favor?

Regis Foster:

Aye.

Denis Livingston:

Aye.

Matthew Witherow:

Aye.

John Russell:

Aye.

Elizabeth Miller:

Aye.

John Russell:

Opposed? Any abstentions? Motion carried. Okay.

Valerie Maginsky:

All righty. And now we're up to executive session.

John Russell:

Okay. So, one thing I wanted to point out, Valerie, something unrelated brought me to it. Actually, I'm looking at that, an email that I'd seen about nondisclosure agreements, got me looking into the open meetings. And one thing that they suggested that you don't put down personnel matters, like if you had to specifically say you want to discuss salaries, or you want to discuss, you know, discipline of an individual or something, something specific about what you're going to talk about. Not just broadly say "personnel matters," because that's a no-no.

Valerie Maginsky:

Okay.

John Russell:

I don't think that, is that something that we have in our executive session this time? Or just loan updates?

Valerie Maginsky:

We do have one personnel matter to bring up, and then one contractual matter to bring up.

John Russell:

And what's the nature of the personnel matter?

Valerie Maginsky:

Hiring.

John Russell:

Oh, hiring. Okay. All right, so then I think the motion for the executive session should be to just to discuss loans, basically it's loan applications, right?

Valerie Maginsky:

Yes.

John Russell:

Just the two?

Valerie Maginsky:

Yes.

John Russell:

You have two loan applications, one matter involving hiring of an employee, and a contract matter?

Valerie Maginsky:

Yes.

John Russell:

Or-

Valerie Maginsky:

Legal.

John Russell:

... goods or services or...

Valerie Maginsky:

Professional services.

John Russell:

... legal services.

Valerie Maginsky:

Legal services.

John Russell:

Professional. Okay.

Valerie Maginsky:

Specifically.

Denis Livingston:

I'll make that a motion to go into executive session.

John Russell:

Right, so a motion by Denis. The second?

Regis Foster:

Second. Seconded.

Denis Livingston:

Seconded by Regis. We went to executive session at 7:24 PM. All in favor? Aye.

Regis Foster:

Aye.

Denis Livingston:

Aye.

John Russell:

Opposed? Carried. Okay. (Into Executive Session)

Valerie Maginsky:

Okay. Pause there, start the recordings.

Denis Livingston:

But somebody has to make a motion to come out of the executive session though, right?

Valerie Maginsky:

Correct. So-

John Russell:

Yes.

Valerie Maginsky:

... recording that now. Okay.

Denis Livingston:

So moved.

John Russell:

Okay.

Denis Livingston:

Motion by Denis.

Elizabeth Miller:

I'll second.

Denis Livingston:

Liz is second. Seconded by Liz, to come out the executive session at 8:02 PM. Any discussion? All in favor?

Regis Foster:

Aye.

Denis Livingston:

Aye.

John Russell:

Opposed? Carried.

Valerie Maginsky:

Okay. And then-

John Russell:

Okay, so-

Valerie Maginsky:

... and Matt [crosstalk 00:18:18], Matt is back with us now.

John Russell:

Okay.

Denis Livingston:

Hi, Matt.

Matthew Witherow:

Hello everybody.

John Russell:

So, I would like to entertain a motion to... we'd appoint Matthew Witherow as attorney for the CDA for a two-year term starting at the expiration of his current term?

Denis Livingston:

So moved.

Regis Foster:

Second.

John Russell:

Motion by Denis, second by Regis. Any discussion? All in favor?

Regis Foster:

Aye.

Denis Livingston:

Aye.

Elizabeth Miller:

Aye.

John Russell:

Opposed? It carries. I then entertain a motion to approve the loan for, thank you. A motion to approve the loan for Bischoff for 42,000? Is that what it is, Valerie?

Valerie Maginsky:

That was the estimate. Yes.

John Russell:

\$42,000 for up to a term of 10 years contingent on receipt of satisfactory title, search and review of the assessment of the property, and a mortgage on the property in Brooklyn.

Elizabeth Miller:

So moved.

John Russell:

Motion by Liz

Regis Foster:

Second.

John Russell:

... motion by Liz?

Regis Foster:

Seconded.

John Russell:

Second by Denis?

Denis Livingston:

Regis.

John Russell:

Regis, seconded by Regis. Any discussion? All in favor?

Regis Foster:

Aye.

Denis Livingston:

Aye.

Elizabeth Miller:

Aye.

John Russell:

I'm sorry. At 3%, for that term up to 10 years.

Denis Livingston:

That's right.

John Russell:

Okay. Any opposed? Motion carried. I think that's it right?

Valerie Maginsky:

Yes.

John Russell:

Okay. Great. Do you want to adjourn?

Elizabeth Miller:

Yeah.

Regis Foster:

Yep.

John Russell:

Is that Regis?

Regis Foster:

That's right.

John Russell:

All right, motion by Regis. You'll have to go tend to his mouth there. He's out of control.

Denis Livingston:

I'll second that.

John Russell:

All right, and second by Denis. All in favor?

Denis Livingston:

Aye.

Regis Foster:

Aye.

Elizabeth Miller:

Aye.

John Russell:

Opposed? Carried. Thanks everybody. (7:29 p.m.)