



Peekskill Business Improvement District
Board of Director's Meeting
Tuesday, March 8, 2022 @ 6pm
Via ZOOM

Present: President Cynthia Del Rosario, Sec. LaFern Joseph, Board Members Matt Rudikoff, Larry D'Amico, Ivy Fairchild, Brian Fassett, Drew Claxton, Frank Vasquez, Monique Michaels and Executive Director Bill Powers. **Absent:** Matt Alexander. Guest: Tom Langan, attorney.

BID Members present: Monique Brideau, David Kaminsky, Mary Foster, Arne Paglia.

Call March 8, 2022 Board of Directors meeting to order – Pres. Del Rosario called the annual meeting to order at 6:06pm and welcomed everyone to the meeting, welcomed Exec. Bill Powers and attorney Tom Langan, the BID's legal council.

- **BID Member Public Comment** – BID Member Arne Paglia asked if he could speak on the BID elections. He stated in an earlier email to the board that he thinks there needs to be a run-off election for the tied candidates and that it should not be a board decision. He stated the BID Ballot count is not posted to the BID website and the ballot count has not been made public. He claimed that the board is trying to sway the election. He claims that the agenda goes on to determine officers with two out of five board positions not filled. Pres. Del Rosario stated that the bylaws require the BID to appoint officers at the first meeting after election. Mr. Paglia stated that he believes there are contradictions in the bylaws. Mr. Paglia stated that he supports the Daisy Jopling Foundation but that more promotion should be done to encourage more people to submit funding requests. Pres. Del Rosario stated that people have come to us seeking support for downtown events and that we have a new application process in place. He also claimed that businesses he has spoken to said they had not received a ballot or information about the election. Exec. Dir Powers stated that the tax roles come directly for the city of Peekskill, and members of the BID are required to register through the BID website. He stated the the person to whom Mr. Paglia is referring was in fact listed on the BID website and last year was contacted six times to reconfirm her contact information and did not respond, so her information was removed.

- **Request Approval of February 1, 2022 Board Meeting Minutes** – LaFern Joseph

- **Presentation of 2022 Election Committee Report** – LaFern Joseph presented the 2022 Election Committee Report:

The elections for the BID Board of Directors were held and conducted under the direction of the BID's 2022 Election Committee consisting of Sec. Joseph as the appointed chairperson, and appointed committee members Matt Alexander, Drew Claxton, Monique Michaels and Frank Vasquez.

In accordance with our bylaws, Sec. Joseph collected the ballots both in-person during the three scheduled dropoff periods and from the BID's PO Box and kept them in a locked courier bag.

Mr. Alexander did not attend the ballot count held on March 1, 2022. Sec. Joseph, Board Members

Drew Claxton, Monique Michaels and Frank Vasquez attended the ballot count along with Executive Director Bill Powers and BID attorney Thomas Langan.

54 envelopes were received. Of that number, 7 were postmarked after the due date and two did not contain a ballot and were deemed invalid. Ballots had to be postmarked in accordance with BID bylaws by February 17, 2022.

As Chair, Sec. Joseph raised two concerns noting that a significant number of ballot envelopes did not have return addresses. Our attorney stated that those without return addresses should be counted and they were counted as long as they were postmarked by February 17, 2022.

The second was how the committee was to handle the votes cast for Brian Fassett who resigned from the board when he was appointed to the city council. Our attorney stated that since Mr. Fassett resigned, his votes would be counted and noted but not used in the determination of the final vote count since he was no longer running.

The 45 valid ballots were cast as follows:

FOR PROPERTY OWNERS, with 28 votes cast, here are the results:

Ms. Del Rosario 17; Mr. Kaminsky 16; Mr. D'Amico 16; Mr. Fragomeni 1.

Del Rosario, D'Amico and Kaminsky received the most votes.

Mr. Fassett with 17 votes resigned from the board and thus he is unable to serve in an elected capacity as property owner.

Ms. Bongar received 10 votes, and was disqualified as a property owner representative because the document appointing her was not received before the deadline stated in the bylaws--seven business days before the election date.

Mr. Tuite received 10 votes, Mr. Paglia received 10 votes and Mr. Joseph received 10 votes and were tied for the fourth property owner seat. How to fill that seat is a decision the board will make.

Thus, Mr. D'Amico and Ms. Del Rosario were re-elected and Mr. Kaminsky was elected.

In the COMMERCIAL TENANT class, with 12 votes cast, there was a tie: Ms. Fairchild received 6 votes and Ms. Quituisaca received 6 votes. There was some discussion about the discrepancy between the names on Ms. Quituisaca's lease, her registration card and her online registration through the BID website on the day of the election. It was decided to permit her candidacy by our attorney.

How to fill that seat is a decision the board will make.

In the dedicated certified ARTIST seat, with five votes cast, Ms. Brideau received all five votes and thus, was elected to the first ever certified artist seat. Ms. Brideau received a round of applause.

Sec. Joseph submitted this summary report to the Board for approval.

Resolution to accept 2022 Election Results – Board Member Drew Claxton made a motion to accept the election results as presented, seconded by Board Member Vasquez, all in favor.

Nomination/Election of Officers for the 2022-2023 year – Open floor to nominations for President

- Cynthia Del Rosario opened the floor to nominations for President. Sec. Joseph nominated Cynthia Del Rosario for President. Monique Michaels nominated David Kaminsky for President. Mr. Kaminsky was flattered but declined citing time constraints with his law practice. Mr. Kaminsky said he would assist Cynthia Del Rosario if she becomes President of the Board. Board Member Claxton seconded the nomination of Cynthia Del Rosario for Board President. All in favor.

Open floor to nominations for Vice President -

- Cynthia Del Rosario opened the floor to nominations for Vice President. Board Member Claxton nominated LaFern Joseph as Vice President, seconded by Board Member Larry D'Amico. Board Member Monique Michaels nominated Frank Vasquez for Vice President. Board member Vasquez politely declined noting that is a big commitment, but he thanked Board Member Michaels. All in favor.

Open floor to nominations for Secretary – Vice Pres. Joseph nominated Board Member Drew Claxton as Secretary, seconded by Councilman Fassett, all in favor.

Open floor to nominations for Treasurer - Vice Pres. Joseph nominated Matt Alexander for Treasurer, seconded by Board Member Matt Rudikoff. All in favor.

Pres. Del Rosario thanked the board for electing her as President and looks forward to serving the board. The BID will be able to do a lot of great things together. She noted that former Board President Fassett provided a great foundation to start with. Former Pres. Fassett congratulated all of the officers elected.

Pres. Del Rosario asked for guidance from Exec. Dir. Powers and attorney Tom Langan on how to proceed with breaking the ties in the commercial tenant seat and last property owner seat. Attorney Langan stated that there is no absolute requirement to have a run off election to resolve a tie. A runoff or drawing lots are two ways to break the tie. To draw lots should be done only if all the tied candidates agree. There is no statutory basis, the election law does not contain any requirement that that be done, and neither does the not-for-profit corporations law, neither does the general municipal law. It is the boards decision to determine how to break the tie that is both fair and reasonable.

Pres. Del Rosario stated that to do a run off takes time, and another mailing and another ballot would have to be created and mailed and that takes time and is costly. She asked the board for their opinions on how to move forward. Attorney Langan noted that the only candidates in the run off are the ones who are tied; the other three seats have been filled.

Pres. Del Rosario asked the election committee members their thoughts on how to proceed. Board

Member Michaels stated that she supported the idea of a run off, that it is a fair way to go, by leaving it up to the membership to decide. Board Member Vasquez stated that he though a run off would be fair.

Councilman Fassett asked Pres. Del Rosario if those who are tied are still interested in running. Pres. Del Rosario stated that she had reached out the candidates today and she has not heard back from anyone except for Mr. Paglia. She did not have contact information from Peter Tuite, but will try again. She also sent emails to Ms. Quintisaca and Ms. Fairchild and Ms. Fairchild is here on the call tonight. Ms. Quintisaca is not. Vice Pres. Joseph stated that Mr. Fassett's question of whether the tied candidates still want to continue with the election process is important. Board Member Michaels stated that those who were tied should be given 72 hours notice to come to a meeting. Pres. Del Rosario stated that the candidates if interested and being placed on the ballot, they should be at this board meeting. Vice Pres. Joseph suggested that we make another effort to reach out the the tied candidates to see if they are still interested before we pursue a runoff. Pres. Del Rosario stated that we do want to be fair, but we have to take into account how much work goes into a run off election. Board Member Rudikoff suggested only sending ballots to those who voted, but that suggestion was declined since the ballots are confidential. Board Member Claxton stated that the voters found these candidates equally eligible and that's why there is a tie. She stated that perhaps they could be brought in and interviewed by the board and with the board selecting the final candidate to serve. Pres. Del Rosario indicated that there is no legal requirement to do a run off. It is a board decision to draw lots, do a runoff election or have the board decide. Board Member Claxton asked if the Board could meet with the tied candidates to see if they are still interested in continuing to run. Councilman Fassett asked if the interview would be with the whole board or just the executive committee. Attorney Langan suggested the BID extend an invitation to the tied candidates in both classes to ascertain whether they are all still interested in continuing so the BID can decide whether it needs to mount a run off election. Mr. Langan suggested Pres. Del Rosario could speak with the candidates. Pres. Del Rosario stated that we would have to get contact information from Mr. Tuite since we don't have any. Councilman Fassett suggested that the outreach be done with the Executive Committee as a zoom call. Motion by Councilman Fassett, seconded by Vice Pres. Joseph to have the Executive Committee reach out to the individuals tied for the two seats, invite them to a Zoom meeting, and determine if they are interested in participating in a run off election. Ms. Fairchild asked about a variety of scenarios. If all but one candidate remains, then that person would be declared the winner and there is precedence for that.

- **Request for \$2,750 from Daisy Jopling Music Foundation for Paramount Show** – Exec. Dir. Powers presented Daisy Jopling's request to fund her program of pairing up professional musicians with students to perform at the Paramount. Request is for \$2,750. After discussion, the Board approved \$1,200 noting that that amount was as much as they have approved for other projects. Motion by Councilman Fassett to approve \$1,200 in support for this program, seconded by Sec. Claxton, all in favor.

- **Art Projects for 2022 @ Former Tubman Statue Site** – Board Member Michaels did not have an update indicating she is waiting for information from Board Member D'Amico and Exec. Dir. Powers. Pres. Del Rosario asked for them to follow-up.

- **Appoint 2022 Communications Committee** – Pres. Del Rosario appointed Matt Rudikoff, Drew

Claxton, Monique Brideau and Monique Michaels to the communications committee to review plans for a leave behind, launching an electronic newsletter and other communication and marketing initiatives, seconded by Councilman Fassett, all in favor. Board Member Michaels indicated that she would be willing to help out after Mid-May due to her schedule.

Mr. Paglia interrupted the meeting agenda and questioned why one of the businesses had been removed from the mailing list after having been contacted a half a dozen times. It was explained that communication works in both directions and if a BID member does not respond to a half dozen requests for update information, then they were dropped. Exec. Dir. Powers stated that there are approximately 130 commercial tenants on the BID mailing list and that approximately 40 were removed. Exec. Dir. Powers noted that the company used to update the list had a Spanish language employee available to aid in overcoming any language issues if necessary. Mr. Paglia made a variety of claims which were denied by the BID's attorney regarding accusations that the special meeting in February did not meet Open Meetings Laws standards when in fact it was a properly noticed meeting. Ms. Fairchild noted that five or six businesses on her block left in the past six months and that the BID needs to be able to hold businesses to respond to requests for updated information and that the burden cannot all be on the BID Board. Attorney Langan stated that Mr. Powers has a legal contract. Pres. Del Rosario told Mr. Paglia to stop making unfounded accusations. Exec. Dir. Powers noted that the BID Bylaws allow the President to call a special meeting on 24 hours notice if there are extenuating circumstances, further noting that former Pres. Fassett had resigned. Pres. Del Rosario asked attorney Langan to research the matter and if he is able to answer Mr. Paglia's concerns, she will ask him to do so in a few minutes, and if he cannot, then she will ask him to report at a later time.

Executive Director's Report:

- **Event Support Application** – Exec. Dir. Powers stated that the first person to use the new BID Event Support application was Daisy Jopling, and others have requested the application and are working on submitting their respective applications. The application is on the BID website and he suggested adding the marketing and promotions of the availability of funds to the communications committee. Pres. Del Rosario asked that the application be sent to the board. She also stated that Ruben Alvarez would like to seek funding for his Cinco De Mayo.
- **Farmers Market/Flea Market** – Exec. Dir. Powers reported that the permits to close Bank Street for the Farmers Market and Flea Market were considered at last night's City Council Meeting and fully expects that the street closure permits will be granted at next week's Council meeting. We have new flea market banners that will be installed by the City. He reported that the Flea market is scheduled to open the first Sunday in April, and the Farmers Market the first Saturday in June. The Board needs to schedule a meeting with Chereese to discuss doing a makers market.

Update from Mr. Langan - Attorney Langan stated that the 72 hour notification for a meeting did not apply to the February 17 meeting, so as Mr. Powers stated earlier, the meeting was properly noticed. He added that the BID Bylaws allows a special meeting to be called at any time by the Pres. or three directors with 24 hours notice by electronic means. He stated if those guidelines were followed then the meeting was validly conducted and the business conducted at that meeting was valid. He also stated that non-directors who did not receive the notice should not have an objection.

Adjournment - Motion by Vice Pres. Joseph and seconded by Board Member Rudikoff to adjourn the meeting. All in favor.