

**SARATOGA COUNTY CAPITAL RESOURCE CORP.**

**October 19, 2020  
By Conference Call**

**Meeting Minutes**

**Stewart's Office Plaza, Route 9, Malta, NY 12020**

**Members:** Valerie Muratori, Matthew Veitch, Arthur Johnson, Mark Hillman, Jean Raymond, Ann Frantti and Anita Daly.

**Staff:** Raymond O'Connor, CEO, Chris Canada, Bond Counsel; James Carminucci, Counsel; Lori Eddy, Administrative Secretary;

**Absent:** CFO, Jeff Reale.

Chairwoman Daly called the meeting to order at 5:00.

**Approval of the Skidmore College public hearing meeting minutes 6/30/2020:**

Chairwoman Daly asked for a motion to approve the minutes of the June 30, 2020 Skidmore College public hearing. The motion to approve the minutes was made by Mr. Hillman and seconded by Mr. Johnson. There was no further discussion. All board members voted in favor.

**Approval of the Minutes 6/30/2020:**

Chairwoman Daly asked for a motion to approve the minutes of the June 30, 2020 meeting. Ms. Frantti made a motion to approve the minutes and it was seconded by Mr. Hillman. There was no further discussion. All board members voted in favor.

Chairwoman Daly stated the next agenda item is the review of the Financial Reports as of September 30, 2020 which were discussed in the Finance Committee meeting.

The following Resolution to approve the Financial Report and the Budget Report as of September 30, 2020 as presented to the Finance Committee was offered by Ms. Raymond and seconded by Mr. Johnson. There was no further discussion from the Board.

**Resolution No. 10-2020**

Resolved, to approve the Financial Report and the Budget Report as of September 30, 2020 as presented:

Ayes- 7

Noes – 0

Adopted 7-0

**2021 Proposed Budget**

Chairwoman Daly stated the next agenda item is the review of the 2021 proposed Budget with the amendments discussed in the Finance Committee meeting.

The following Resolution to approve the proposed 2021 proposed Budget with the amendments discussed in the Finance Committee was offered by Mr. Johnson and seconded by Ms. Raymond. There was no further discussion from the Board.

**Resolution No. 11-2020**

Resolved, to approve the 2021 proposed Budget as presented:

Ayes- 7  
Noes – 0  
Adopted 7-0

**Authorities Budget Office budget submission:**

Chairwoman Daly asked for a Resolution to approve the budget submission to the Authorities Budget Office which needs to be filed by October 31, 2020.

The following Resolution to approve the submission of the required budgets with amendments discussed at the Finance Committee meeting to the Authorities Budget Office was offered by Ms. Muratori and seconded by Ms. Raymond. There was no further discussion from the Board.

**Resolution No. 12-2020**

Resolved, to approve to approve the submission of the budget to the Authorities Budget Office with the amendments discussed at the Finance Committee meeting:

Ayes- 7  
Noes – 0  
Adopted 7-0

**Invoices for approval:**

Chairwoman Daly stated the next agenda item is the approval of payment of three invoices. The first invoice is for secretarial services in the amount of \$275.00. The second invoice is to our attorney for Counsel Services in the amount of \$275.00 and the approval of payment to Web Instinct for website updates in the amount of \$120.00. Chairwoman Daly asked for a motion to approve the three invoices as presented. The motion to approve the three invoices was made by Mr. Johnson and seconded by Ms. Frantti. There was no further discussion. All board members voted in favor.

**Renewal of Administrative Secretary Contract**

Chairwoman Daly asked for a motion to approve the renewal of the Administrative Secretary contract as recommended by the Governance Committee. The motion to approve the Administrative Secretary contract with a change to the hourly rate to \$65.00 was made by Mr. Johnson and seconded by Ms. Muratori. There was no further discussion.

**Resolution 13-2020**

Resolved, to renew the Administrative Secretary contract with Lori Eddy as presented.

Ayes – 7  
Noes – 0  
Adopted 7-0

**Renewal of CFO Contract**

Chairwoman Daly asked for a motion to approve the CFO contract for 2021 as recommended by the Governance Committee at a fixed amount of \$3,000.00 per year. The motion was made by Mr. Johnson and seconded by Ms. Raymond. There was no further discussion.

**Resolution 14-2020**

Resolved, to approve the renewal of the CFO contract for 2021 with Jeffrey Reale as presented.

Ayes – 7  
Noes – 0  
Adopted 7-0

**Renewal of CEO Contract**

Chairwoman Daly asked for a motion to approve the CEO contract as recommended by the Governance Committee increasing annual compensation to \$38,000.00. The motion to approve the CEO contract was made by Mr. Johnson and seconded by Ms. Raymond. There was no further discussion.

**Resolution 15-2020**

Resolved, to approve the renewal of the CEO contract with Raymond O’Conor as presented.

Ayes – 7  
Noes – 0  
Adopted 7-0

**Prospects/Applications:**

Mr. O’Conor asked Mr. Canada and Mr. Carminucci to give an update on the Skidmore College project closing. Mr. Canada stated the Skidmore transaction was interesting. There were two project components. There was a new money project to expand the Science Center they originally financed in 2018 and the refunding of prior DASNY bonds. It used to be you could use a tax-exempt bond trustee and put them in an escrow and then when the bonds were callable you could call the bonds. These DASNY bonds aren’t callable until July 21, 2021 and in the past you put money into an escrow account and use it to pay off debt down the road. The options are to use taxable bond proceeds or to use what is known as a forward delivery. Forward delivery means the bonds are priced now, but you issue the bonds at a later date. You use tax exempt bond proceeds with the risk is you might not close. It is a small risk, but it is a risk. On October 14<sup>th</sup> we closed the 2020A Bonds. The fee CRC received was \$55,000. The 2020B Bonds will close on April 6, 2021 when another fee of \$45,000 will be collected. As far as we are concerned, it is one transaction. Ms. Muratori questioned when we recognize the income for the 2020B fee. Mr. O’Conor stated he and Mr. Reale discussed this earlier in the week after the closing and we will recognize the \$45,000 in 2021. We’ll check with our outside auditor to make sure we don’t have to accrue it for this year. Chairwoman Daly asked if there were any further questions of Mr. Canada regarding the Skidmore project. Mr. O’Conor stated he would like to recognize Mr. Canada and Mr. Carminucci for their work on this transaction. He doesn’t know that we have had one go this quickly and this smoothly in our eight year

history. He thanked both of them for doing an exceptionally good job on this transaction. Mr. Carminucci elaborated on what Mr. Canada said. A Bond purchase Agreement was entered into for the Bonds to be issued in 2021. We are obligated to issue the bonds; the underwriter is obligated to purchase them. There are a few outs in the event something prevents Mr. Canada from issuing the Bond Counsel Opinion. He thinks there was an out or two for the underwriter if there is crazy economic circumstances or something of that nature. Mr. Canada agreed. Mr. Carminucci further stated with the exception of those unanticipated events, it should occur in April of next year. Chairwoman Daly stated she had a question for Mr. Canada or Mr. Carminucci. We created CRC to provide a service and an opportunity for not-for-profits in Saratoga County to work with a local Corporation and not have to go through DASNY. Has there been any negative pushback from DASNY with this particular transaction where we are refinancing their debt? Mr. Carminucci stated no. Mr. Canada stated early on they were not happy about communities creating Capital Resource Corp type entities to be able to issue tax exempt debt for not-for-profits, but thinks they've gotten over that now. Chairwoman Daly thanked Mr. Carminucci and Mr. Canada. Mr. O'Connor stated the new Science Center at Skidmore is open. They will expand that Center further, but it is up and running. He visited about two weeks ago and it is a very nice building, it fits in well with the rest of the campus. MLB Construction, a local company, built it.

Chairwoman Daly asked if there were any other prospects at this time for discussion. Mr. O'Connor stated he has not heard anything new from Wesley. Mr. O'Connor asked Mr. Carminucci and Mr. Canada if they have heard anything from Wesley recently? Mr. Canada stated no. Mr. Carminucci stated he is on the Foundation Board and he doesn't think the situation has changed on that project because of COVID. Chairwoman Daly stated we will keep everyone apprised of any opportunities. She sends leads to Mr. O'Connor who follows up. We are in a crazy world right now, but things will come around again, hopefully sooner than later.

### **Other Business:**

Chairwoman Daly stated the Saratoga County Chamber of Commerce through its 501c3 foundation is going to embark on a campaign called Save Our Locals. It is an effort to support and save local businesses that have been negatively impacted by the pandemic. To that end, she would like the Board to consider financial support for this effort. It could have a significant positive impact on locally owned restaurants, retailers and services, especially during the holiday season. Mr. Johnson stated the Chamber has been working diligently and doing everything they can possibly do to have our local businesses survive. He can't say enough about how the Chamber its Board have been trying to help local businesses. There is no better time to help our local businesses get through the winter. It was a tough enough summer; it is going to be a tougher winter to survive. He suggested a contribution of \$5,000 for our Board to consider. Mr. Hillman stated he thinks that is a wonderful suggestion. Chairwoman Daly stated that it would not be financial hardship for us. It's consistent with our mission. Mr. Johnson stated one other thing is that the Chamber intends to help all businesses whether they are members of the Chamber or not. Ms. Frantti stated it is something that is very worthwhile. She thinks \$5,000 may not be enough. Ms. Raymond stated we had a presentation at the Economic Development Committee at the County Board of Supervisors this past week. It is an excellent program. We did a lot with Buy Saratoga years ago and it really made people remember to buy from local businesses. She suggested a contribution of \$10,000. Ms. Muratori asked if the Chamber is raising funds from other sources. Chairwoman Daly stated yes, they are. Ms. Raymond stated another thing they are doing, which she thinks is equally important, is they've got a team of twelve volunteers through the SCORE Program (Service Corp of Retired Executives), to be available to work with some of these businesses to help them survive financially and give them some ideas on things they can do that will make them more successful as they go through this. It is a county-wide effort. Ms. Muratori stated she supports the idea of a donation to the Chamber's foundation.

Mr. Johnson made a motion to support that initiative at the \$10,000 level. Ms. Raymond seconded the motion. Chairwoman Daly asked if there were any further comments or concerns. Mr. Carminucci stated you might want to mention as part of this you should ask the Chamber to report back to you in terms of what it ends up doing just so you have a record. Chairwoman Daly asked Mr. Johnson to follow through. Ms. Frantti stated she thought it would be nice to get some positive press possibly about the donation so people will know this exists and is helping the local businesses. Ms. Muratori stated that is a good idea. Chairwoman Daly stated we will work with the Chamber to help us with that. There was no further discussion. All board members voted in favor.

Chairwoman Daly thanked the Board. We have to amend our 2020 Budget. We need to increase contributions by \$10,000. Chairwoman Daly then asked for a motion to approve the amendment of the 2020 Budget. The motion was made by Ms. Raymond and seconded by Mr. Hillman. There was no further discussion.

### **Resolution 16-2020**

Resolved, to approve an amendment of the 2020 Budget, increasing contributions by \$10,000 for the donation to the Saratoga County Chamber's foundation to support the Save Our Locals campaign.

Ayes – 7

Noes – 0

Adopted 7-0

### **Board terms expiring 12/31/20 – Ann Frantti and Valerie Muratori:**

Chairwoman Daly noted we have two Board terms that will expire on 12/31/2020. Ms. Muratori and Ms. Frantti's Board terms are expiring. She would like to make a recommendation to the County Board of Supervisors to reappoint both of them. Ms. Frantti and Ms. Muratori agreed to serve another term.

### **2021 Meeting Schedule:**

Chairwoman Daly stated the 2021 meeting schedule has been provided. This is subject to change as it always is based on the needs of prospective clients. Our next scheduled meeting is on January 28, 2021 at 4 p.m.

Chairwoman Daly asked if there was any further business to discuss. There being no other matters for discussion, on a motion by Mr. Johnson, seconded by Ms. Raymond, the meeting was adjourned.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date