

SARATOGA COUNTY CAPITAL RESOURCE CORP.
Saratoga County Chamber Office, Saratoga Springs, NY
January 19, 2023
Meeting Minutes

Members Present: Mark Hillman, Valerie Muratori, Heidi West, Matthew Veitch.

Staff & Guests Present: Raymond O’Conor, CEO; Jim Carminucci, Counsel; Lori Eddy, administrative secretary.

Absent: Arthur Johnson; Jean Raymond; Anthony Morelli; Jeff Reale, CFO; Chris Canada, Bond Counsel.

Mr. O’Conor stated the first order of business is election of Officers. Mr. O’Conor asked if anyone would like to make a motion for the position of Chairperson. Ms. West made a motion to nominate Mr. Veitch as Chairman. Ms. Muratori seconded the motion. Mr. O’Conor stated we have a motion and a second to appoint Mr. Veitch as Chairman of the Board and asked if there were any other nominations. There being none, Mr. O’Conor asked if there was any further discussion. There was no further discussion. All board members voted in favor. Mr. O’Conor stated he will turn the agenda over to Chairman Veitch.

Chairman Veitch stated the next agenda item is the appointment of Vice Chairman and Secretary and it is currently held by Mr. Johnson. Mr. Veitch stated he would like to make the motion to nominate Mr. Johnson. Mr. Hillman seconded the nomination. Chairman Veitch asked if there were any other nominations for Vice Chair and Secretary. There being none, Chairman Veitch asked if there was any further discussion. There was no further discussion. All board members voted in favor.

Chairman Veitch stated the next agenda item is the appointment of Treasurer and it is currently held by Ms. Muratori. Mr. Veitch stated he would like to make the motion to nominate Ms. Muratori. Ms. West seconded the nomination. Chairman Veitch asked if there were any other nominations for Treasurer. There being none, Chairman Veitch asked if there was any further discussion. There was no further discussion. All board members voted in favor.

The following resolution was offered by Ms. West and seconded by Ms. Muratori:

Resolution No. 1-2023

Resolved to appoint the officers of the Capital Resource Corporation as follows:

- a) Chairman – Matthew Veitch
- b) Vice Chairman and Secretary – Arthur Johnson
- c) Treasurer – Ms. Muratori

Ayes – 4

Noes – 0

Adopted 4 – 0

Approval of minutes: October 20, 2022 Governance Committee:

Chairman Veitch asked for a motion to approve the minutes of the October 20, 2022 Governance Committee meeting. Mr. Hillman made a motion to approve the minutes and it was seconded by Ms. West. There was no further discussion. All board members voted in favor.

Approval of minutes: October 20, 2022 Finance Committee:

Chairman Veitch asked for a motion to approve the minutes of the October 20, 2022 Finance Committee meeting. Mr. Hillman made a motion to approve the minutes and it was seconded by Ms. West. There was no further discussion. All board members voted in favor.

Approval of minutes: October 20, 2022 Board Meeting:

Chairman Veitch asked for a motion to approve the minutes of the October 20, 2022 Board meeting minutes. Chairman Veitch made a motion to approve the minutes and it was seconded by Ms. Muratori. There was no further discussion. All board members voted in favor.

Chairman Veitch then asked for a motion to approve the Committee Assignments as listed.

The following resolution was offered by Mr. Hillman and seconded by Ms. West:

Resolution No. 2-2023

Resolved to appoint the following board members to the committees of the Capital Resource Corporation:

- a) Audit Committee: Johnson (Chair), Morelli, Muratori, Hillman, Veitch (Ex Officio)
- b) Governance: West (Chair), Johnson, Raymond, Veitch (Ex Officio)
- c) Investment: Hillman (Chair), Johnson, West, Veitch (Ex Officio)
- d) Finance: Raymond (Chair), Hillman, Morelli, Muratori, Veitch (Ex Officio)

Policy Re-Approvals:

Chairman Veitch stated the next agenda item is the policy re-approvals. Chairman Veitch stated the first policy is the by-laws. Last year, one of the things he wanted to do was review it. He found a few places where he thinks we may need to update and/or change them. There is a few things that state one thing for one person and differs for other positions. It says the Board of Directors will appoint a CEO. It is silent about how the CFO is appointed. There are a few spots where there are inconsistencies within the by-laws. He is going to go through that and come up with a draft. The only other question he has for Mr. O’Conor for the by-laws is it talks about the seal of the corporation. Mr. Carminucci stated he has it. The bylaws state it should be with the Secretary, so we should update that and say we will keep it with Counsel.

Chairman Veitch asked for a motion for the re-approval of the policies as listed. Each policy item listed was described to the board members by Mr. O’Conor.

The following resolution was offered by Mr. Hillman and seconded by Ms. Muratori.

Resolution No. 3-2023

Resolved to re-approve the following policies:

- a) By-laws
- b) Ethics Code
- c) Internal Controls/Financial Management Statement
- d) Investment Policy
- e) Mission Statement
- f) Procurement Policy
- g) Property Disposition Policy
- h) Whistle Blower Policy
- i) Conflict of Interest Policy

Ayes – 4

Noes – 0

Adopted 4 – 0

Review of Balance Sheet and Budget Report as of December 31, 2022:

Mr. O’Conor stated on page ten we is the balance sheet as of December 31st. We have two checking accounts; one is the primary one at Ballston Spa National Bank. There is also one which we don’t have any checks for which is a NOW Account, an interest bearing account at Capital Bank where funds from maturing time deposits are placed. The FDIC limit is \$250,000. Capital Bank and many other banks participate in a program called CDARS. It is sort of a co-op with multiple banks that share FDIC coverage. Total assets at the end of the year are \$498,118.93. We have no liabilities. We had a small loss for last year. If there are no questions there, if we go to the next page there is a summary of our income and expenses. The first column shows the actual for 2022, the second column is the budget, the third column shows whether we were under or over in terms of the budget and then the percentages on the end. Other than interest income, the only income we had last year was from two transactions for Trinity Health Partners, one in January and one in December for which we collected a \$25,000 fee for each. We had originally budgeted \$75,000. There is also a list of expenses below that. Mr. O’Conor asked if there were any questions. Mr. Hillman asked about the Trinity transactions. Mr. O’Conor replied Trinity is an out of state, multi-state health care network, one of the members of which is St. Peters Health Partners. In both cases, Trinity was doing a bond issue in the State of Michigan. To meet all of the regulatory requirements in order for them to get a tax exemption on the bond interest, they have to publish and have a public hearing of this bond issue in all of the communities that are going to be recipients of a portion of the proceeds of the bond issue. We just charge a flat fee rather than a percentage of whatever the bond issuances went out to the issuer. Ms. Muratori asked if it is the St. Peter’s organization that is benefiting in Saratoga County? Mr. O’Conor stated yes. Mr. O’Conor further discussed the financials stating if you look through pages 12, 13 and 14 have the transaction details. A year-end bank statement is on page 15 and a reconciliation on page 16 and reconciliation with full detail on page 17. Mr. O’Conor asked if there were any questions on any of the transactions. There were no further questions.

Chairman Veitch asked for a motion to approve the financial reports for December 31, 2022 as presented.

The following resolution was offered by Ms. Muratori seconded by Mr. Hillman:

Resolution No. 4-2023

Resolved to approve the financial reports for December 31, 2022 as presented.

Ayes – 4

Noes – 0

Adopted 4 – 0

Invoices for approval:

We have two invoices for approval. One is for the Saratoga County Chamber membership dues for \$480.00 and the other is for Webinstinct for our website hosting and domain for \$336.00.

Mr. Hillman made a motion to approve the invoices as presented, seconded by Ms. Muratori. Chairman Veitch asked if there is any further discussion. There was none. All board members voted in favor.

Annual Audit Preparation:

Chairman Veitch asked Mr. O’Conor to discuss the annual audit preparation. Mr. O’Conor stated Mr. Reale prepared the year-end financials. Mr. O’Conor sent those along with other information that the auditors requested. He anticipates that no later than the end of February or early March they will have the audit completed. It will be presented to the Audit Committee and they will make a recommendation to the full board about whether or not the audit report should be approved. That along with other items will be submitted to the Authorities Budget Office before March 31st.

Chairman Veitch stated the next item on our agenda is to announce the next scheduled meetings for the Board. Mr. O’Conor stated we are pretty flexible when we can do the audit committee as long as it is before March 31st. As soon as he gets the audit report he will reach out to pick a day and time.

Other Business:

Chairman Veitch stated the next agenda item is other business and our potential prospects. Mr. O’Conor stated the Trinity Health Partners transaction closed in December. Back in late November, he contacted the people involved with this MidRise Apartments which is a prospective affordable housing project in Mechanicville. They said they still plan to go ahead. They thought they would have an application into us by December. Mr. Carminucci works with the IDA down there. They are still hoping to obtain a PILOT through the Mechanicville/Stillwater IDA. Mr. O’Conor asked if the absence of a PILOT is a deal killer? Mr. Carminucci replied he doesn’t know. Mr. O’Conor stated this would be a prospective new owner that talked about doing interim financing through Key Bank. Mr. O’Conor stated he will touch base with them again and if they plan to proceed. Chairman Veitch asked if there were any further thoughts or if we heard anything from Wesley. Mr. O’Conor replied not yet. Chairman Veitch stated he thought he heard they were going to restart that project.

Ms. Muratori asked Chairman Veitch if we had any more discussion on whether or not to pursue the grant concept? Chairman Veitch replied we have not. We got started on it but never finished it. Ms. Muratori stated she reviewed a policy and gave it to Mr. O’Conor who did a good job putting it together and

revising it. We do have a draft that we could review at the next meeting. Chairman Veitch stated we have \$15,000 in the budget for grants.

Chairman Veitch asked if there was any further business to discuss. There being no other matters for discussion, on a motion by Ms. West, seconded by Mr. Hillman, the meeting was adjourned.

Secretary

Date