



Meeting of the Board of Directors

January 30th, 2020

Saratoga County Prosperity Partnership Boardroom

2911 Route 9, Malta, NY 12020

Meeting called to order at 3:29 pm by Chairman Kevin Hedley.

Board Members Present:

Chairman Kevin Hedley, Board Members: Supervisor Eric Connolly, Supervisor Todd Kusnierz, Supervisor Darren O'Connor, Supervisor Benny Zlotnick Steve Bulger, Brendan Chudy, Penny Hill, Josh Spain, Charles Wait, and David Wood

Board Members Absent: Rocco Ferraro, Scott Solomon

Saratoga Partnership Staff Present: Shelby Schneider, Jennifer Kelley, Michele Battle

Guests: Jennifer Smith from Smith Executive Services, Justin Miller from Harris Beach, Gary Dake from Stewart's Shops, Supervisor Phil Barret, and Chad Cooke Saratoga County Deputy County Administrator

NEW BUSINESS

Self-Introductions

The meeting began with every member of the Saratoga Partnership's Board giving a brief introduction about themselves. The minutes from the previous Board meeting were tabled because there was not a majority of the previous board present.

Marty's resignation + Shelby's appointment

Chairman Kevin Hedley gave an update of the organizational structure. He reported that Marty Vanags had resigned as president of the Saratoga Partnership, effective 1.08.2020, and that he had chosen Shelby Schneider to be interim president. Chairman Hedley stated that he and Shelby have been working very diligently together.

New governance structure, executive board selection, and other committee appointments

Chairman Hedley proposed a new governance structure for the Saratoga Partnership. The original governance structure was supposed to have a private sector chair one year and then the following year, a public sector board member would be the chair of the Saratoga Partnership board. Supervisor Ed Kinowski was supposed to be the newest Chair of the Saratoga Partnership's board; however, he was not re-appointed by the Saratoga County Board of Supervisors to be on the Saratoga Partnership's Board at the County organizational meeting on 1.2.2020. A new governance structure was discussed.

Attorney Justin Miller advised the Saratoga Board to put together a revision to the bylaws as an amendment. This would be done in governance committee and then presented to the full Saratoga Partnership board.

It was also announced that Josh Spain has volunteered to stay on the Personnel Committee. Subsequently, everyone on the Saratoga Board was asked to complete a form stating which committee they would like to serve on.

Supervisor Kusnierz asked if the Chair of the Saratoga Partnership Board would remain as a one-year term position. Chairman Hedley stated that a one-year term made sense. He said you learn a lot as chair, and you get to understand everything that is going on.

Chairman Hedley stated that there needs to be at least three people on each committee with both a Supervisor and private sector member on each committee.

After discussion Charles Wait made a motion to accept the following officers to the board:

Chairman- Kevin Hedley, Vice Chair - Penny Hill, Treasurer - Rocky Ferraro, and Secretary - Supervisor Kusnierz.

The motion was seconded by Josh Spain. There was no further discussion and the vote on the Motion was AYES:

11 NOES: 0 . The Motion was carried.

New board members proposed

Chairman Hedley announced that newly appointed Supervisor John Lant's resigned from the board. It was then stated that, although not critical, the Saratoga Partnership Board could have another Supervisor join. Supervisor Kusnierz said he would report back after speaking to the County Board of Supervisors. Other people were suggested as potential new board members, with an emphasis on the need for geographic, demographic, and industry diversification. It was discussed that there should be a pipeline of potential board members for when a position opens up. The governance committee would be responsible for choosing new board members.

RESOLUTIONS

Saratoga County Prosperity Partnership – Organizational Resolution

The next item on the agenda was to discuss several different resolutions. The first was the Saratoga County Prosperity Partnership Organizational Resolution on pages eight through 11 of the board meeting packet. Since committees would be formed after board members had a chance to state their preference for which committees to serve on, the resolution was tabled.

Corporate Resolution for Adirondack Trust for Bank Account

The next resolution was the Corporate Resolution for Adirondack Trust regarding the Bank Account. This resolution gives approval for the President, Vice-President, Treasurer, and Secretary to sign checks and release information to auditors.

A motion to approve the Corporate Resolution for Adirondack Trust was made by Penny Hill, and the motion was seconded by Supervisor Todd Kusnierz. There was no discussion and the vote on the Motion was AYES: 10 NOES: 0 ABSTAIN: 1 Charles Wait abstained due to his affiliation as the Chairman of the Board and CEO of Adirondack Trust Company. The Motion was carried.

401k Resolution

The last resolution discussed was amending the 401K Resolution to appoint Shelby Schneider as trustee of the plan since Marty Vanags is no longer with the Saratoga Partnership.

A motion to accept the 401K Resolution Amendment of the Plan Trustee was made by Supervisor Zlotnick, and the motion was seconded by Josh Spain. There was no discussion and the vote on the Motion was AYES: 11 NOES: 0 . The Motion was carried.

Audit – Agreement with West and Company + Agreement with Harris Beach

The next order of business was to talk about both audit agreements with West and Company and Harris Beach. This will be the third year West and Company will be completing the Saratoga Partnership's audit. Justin Miller stated how he is allowed to release information to the audit firm, but Adirondack Trust is not allowed to release information.

Ethics Disclosure + Public Authority Board Training by Board Members

The next order of business was to discuss the Ethic Disclosure. Anyone who serves on a county committee is required to fill out and return the Ethics Disclosure form. Additionally, since the Saratoga Partnership comes under the purview of the Authorities Budget Office (ABO), everyone on the Saratoga Partnership board needs to complete State training, if they haven't done so already. Justin Miller stated that the ABO is a state agency that

takes annual reports and data and proposes rules on local authorities. Anyone who is new board member to a local authority is supposed to receive training on knowledge of fiduciary duty to a public board, the Freedom of Information Law (FOIL), economic development basics, and other pertinent information. Once someone has completed ABO training, they do not have to do it again.

Shelby Schneider stated that the Saratoga Partnership staff will keep track and make sure everyone on the board is compliant. She offered to host a group gathering to complete the compliance training all together. She also stated that if an individual had previously completed ABO training to be on an Industrial Development Agency (IDA) or other Authority, they wouldn't have to take the training again.

FINANCIAL REPORT

The Financial Report was presented by Jennifer Smith from Smith Executive Services. Mrs. Smith presented the Financial Report and discussed the balance sheet and reported that on Friday, January 24, Saratoga County gave the first of their quarterly payments to the Saratoga Partnership. The Saratoga Partnership has also sent their prepaid expenses to the auditor.

It was also reported that there is deferred revenue from Adirondack Trust which was given to the Saratoga Partnership for the quarterly economic indices. Since there was not an economic index in December, the money has yet to be spent yet.

Shelby Schneider then reported that \$16,032 has been recouped in the month of January for cancelled conferences and that the list of bills from December have been paid and many for January had been paid as well.

Steve Bulger asked if everyone was on Saratoga County's healthcare plan, to which Shelby Schneider replied that both Michele Battle and Jennifer Kelley were on that healthcare plan, but she was not.

PRESIDENTS REPORT AND OLD BUSINESS

Interim President Schneider then gave an overview of the President's Report. She started off by preferencing that operations at the Saratoga Partnership had remained uninterrupted following Marty Vanag's departure. She stated the organization is moving forward toward the unification of economic development services in Saratoga County.

She also reported that the Saratoga Partnership had been invited to the Saratoga County Economic Development Corporation's (SEDC) investor meeting. However, she said it was premature to attend because the Saratoga Partnership had not had a board meeting yet and she had not been filled in on the Unity Agreement. Shelby Schneider and Dennis Brobston, president of SEDC will be meeting in the next couple weeks prior to the next Unity Committee.

Chairman Hedley remarked that the Saratoga Partnership is ready to share office space. Charles Wait said that he had told SEDC Unity Committee member, John Munter that the number one priority at this time is to have a joint space. Both Supervisor Kusnierz and Charles Wait have agreed to remain on the Unity Committee and Charles Wait thinks that SEDC's Unity Committee will stay the same.

Interim President Schneider then gave an update on the work the Saratoga Partnership is doing in Saratoga County. She talked about the Saratoga County Economic Development Committee meeting and the new \$7,000+ grant for municipalities. She reported that there will be two rounds of grant applications and that the Saratoga Partnership is working closely with the Economic Development Committee and municipalities on their applications. She also encouraged intermunicipal cooperation when municipalities are filling out applications.

Also included in the President's Report (attached) is a schedule of the dates the Economic Development Committee requested for both the Saratoga Partnership, SEDC, and the Unity Committee to share updates on economic development activities in Saratoga County.

Interim President Schneider updated the Saratoga Partnership board on recent projects including Project Victory and the STARTUP NY initiative in Halfmoon.

Interim President Schneider talked about attending a collaborative meeting with the Supervisor of Saratoga, Mayor of Victory, Mayor of Schuylerville, Deputy Mayor of Schuylerville, Schuylerville Wastewater Treatment Facility director, a representative from the Building Department and an engineer from MJ Engineering. At this meeting, the Saratoga Partnership talked about the Northern Borders Regional Commission grant. She also informed the group that via a phone conversation that she had had with Congresswoman Elise Stefanik, the Congresswoman expressed her support towards infrastructure improvements in the three communities and said she would write a letter of support.

Charles Wait asked if getting this grant money would hold the project up. Interim President Schneider said no, it would not hold up the project because the developer is in the process of applying for other monies and the project isn't projected to start for another 18 months.

Interim President Schneider then talked about the STARTUP NY project in Halfmoon. Justin Miller stated that the Saratoga Partnership had entered into a lease agreement similar to what IDA's enter into. Penny Hill stated that STARTUP NY is a neutral zone for businesses. It works well and is a great growth mechanism. She also stated it is a good opportunity for spec buildings. Interim President Shelby Schneider said that SEDC had been working with this client, but they brought in the Saratoga Partnership to assist.

Interim President Shelby Schneider recapped the Next Wave Communities Initiatives (NWCI) in Moreau, Galway, Ballston Spa, and Malta. She also shared that the Saratoga Partnership will be working with consultants in Saratoga County to help the Saratoga Partnership with writing and reviewing the NWCI plans and aligning them with funding that is already out in the marketplace. We are currently talking with four different consultants to have them provide in-kind services.

Lastly, Interim President Schneider shared business retention and expansion (BRE) efforts. She stated that we are working with a company to locate their headquarters in Saratoga. A lease has been signed and the project should be announced in the near future. Interim President Schneider also helped secure a \$20K workforce training grant for the company through the Workforce Development Institute (WDI) and is also working on a state grant to support the purchase of a \$1 million-plus piece of equipment. She said that it is cheaper for this company to co-pack in another state, but they have decided to stay here partially due to the economic development assistance they have been receiving.

She also shared how the Saratoga Partnership is assisting a company with the extension, not increase, of their sales tax exemption as they continue to expand their business. She stated how we have been communicating with the company and the Malta -Stillwater IDA lawyer to assist in their growth.

As part of the Saratoga Partnership's global markets program, we have been working with the Business Council of New York State. We have identified businesses who have or wish to have a trade relationship with the United Kingdom and have helped get those businesses invited to a private gathering with Antony Phillipson, the United Kingdom's Consul General in New York and Her Majesty's Trade Commission for North America.

We also had His Excellency Abdalla Shaheen, Consul General of the United Arab Emirate to New York in the region this week.

Interim President Schneider also talked about NY Loves Nanotech, SEMI ASMC, and the NYSEDC conference.

She also was announced that a draft version of the Saratoga Partnership's website has come out which will help the Saratoga Partnership be ABO compliant.

Interim President Schneider shared how she was recently asked to participate on the Regional Branding Steering Committee, a multi-industry, cross-county group of business and community leaders who will work in collaboration to ensure that the region is united in our implementation of the Capital Region branding campaign. The Committee was organized by the Center for Economic Growth's President Andrew Kennedy and consists of representatives from different Chamber of Commerce, colleges, financial groups, healthcare facilities, economic development organizations, and other influential groups.

It was also shared that the Saratoga Partnership has continued to partner with SUNY Adirondack and its Business Central Business Series. The latest talk was from Jan King, owner of King Brothers Dairy and Business of the Year winner at the 2020 New York State Agricultural Society Annual Meeting & Forum, and John Bolster of Reduced-Fat Design. They not only shared insights into the re-birth of a family owned business, but also how their client/designer partnership used customer insight to craft a brand promise to provide farm fresh quality dairy to the community through home delivery, restaurants, grocery store, and farm-based retail in Schuylerville.

Interim President Schneider concluded the President's Report by stating that the Saratoga Partnership has entered into an agreement with the Saratoga County Industrial Development Agency (SCIDA) to help them with ABO compliance requirements.

EXECUTIVE SESSION

A motion to adjourn into executive session was brought by Supervisor Todd Kusnierz and seconded by Supervisor Darren O'Connor for the purposes of discussing a personnel issue. There was no discussion and the vote on the Motion was AYES: 11 NOES: 0 . The Motion was carried.

The meeting was adjourned to executive session at 4:22pm.

The Board reconvened at 4:52pm.

APPOINTMENT OF PRESIDENT

Kevin Hedley made a motion appoint Shelby Schneider as President of the Saratoga County Prosperity Partnership and the Personnel committee was directed to finalize terms of compensation and report back to the board at the next meeting with terms for formal approval. Charles Wait seconded the motion. The vote on the Motion was AYES: 11 NOES: 0 . The Motion was carried.

A motion to adjourn was brought by Supervisor Todd Kusnierz and seconded by Supervisor Eric Connolly. The vote on the Motion was AYES: 11 NOES: 0 . The Motion was carried.

The meeting adjourned at 4:53 pm.

Recording Secretary _____