

# Saratoga County Capital Resource Corp.

## Meeting Minutes January 28, 2014

Board of Supervisors meeting room, 40 McMaster Street, Ballston Spa, N.Y.

The meeting was called to order at 4:00 p.m. by Chairman Anita Daly. The following members, staff and guests were present:

**Members:** Chairman Anita Daly, Arthur Johnson, Raymond O’Conor, Richard Dunn, Valerie Muratori.

**Staff:** James Carminucci, Counsel, Lori Eddy, Secretary.

**Absent:** Eugene Zeltmann, Lawrence Benton.

**Guest:** Jeffrey Reale, CFO candidate, John Wyatt, Treasurer and board member candidate.

Chairman Daly stated the purpose of the meeting was for various housekeeping and reporting items. We are moving in a positive direction with new leadership in place.

### **Approval of the October 29, 2013 minutes:**

Chairman Daly asked for a motion to approve the minutes of October 29, 2013. A motion to approve the minutes was made by Mr. Johnson and seconded by Mr. Dunn. There was no further discussion. All were in favor and the motion was approved.

Chairman Daly thanked Mr. O’Conor for putting together the materials for today. Chairwoman Daly explained how positions are appointed by the Board of Supervisors. Mr. Benton is leaving the Corporation as acting CEO and is being replaced by Mr. O’Conor who has worked side by side with Mr. Benton. We requested that Board of Supervisors Chairman Sausville reappoint Mr. O’Conor to the SCCRC Board for a term to expire January 31, 2014 for the transition. John Wyatt is the candidate expected to replace Mr. O’Conor. We anticipate his appointment at the February meeting of the Board of Supervisors. Mr. Wyatt will join us at that time as an official Board member. Mr. Wyatt then spoke briefly to the Board members regarding his background and experience.

Chairman Daly stated that Mr. Loomis has resigned from the Board. There is currently a vacancy and she asked that if anyone knows someone interested in the position, please forward the name to her. The Corporation is required to have a CFO, and as such Chairwoman Daly introduced Jeffrey Reale, CPA as a CFO candidate to replace Mr. Moore. Mr. Reale introduced himself and stated his background and experience.

Chairman Daly proposed Committee Assignments for the Board members as follows: Audit: Mr. Johnson (Chairman), Mr. Dunn and Mr. Wyatt. Governance: Ms. Muratori (Chairwoman), Mr. Zeltmann and Mr. Johnson. Investment: Mr. Dunn (Chairman), Mr. Wyatt and Mr. Zeltmann. Finance: All Board members. Mr. O’Conor stated that the Committee members would have a brief meeting previous to the Board meetings to fulfill the requirements for Committee meetings. Mr. O’Conor then distributed a binder with documentation and materials to each member. Chairwoman Daly reiterated how meetings for the various Committee assignments could occur prior to regularly scheduled Board meetings.

Mr. O'Connor went over the sections of the board member binders he had prepared and distributed. A discussion was held regarding the CFO and Treasurer appointments. Mr. Carminucci stated the Board can appoint Mr. Reale CFO today, but cannot appoint Mr. Wyatt treasurer at this time.

The following resolution was offered by Mr. O'Connor, seconded by Mr. Johnson:

**Resolution No. 1-2014**

**Resolved, that the board approve the appointment of Jeffrey Reale, CPA as Chief Financial Officer.**

Ayes – 5

Noes – 0

Adopted 5 - 0

Chairman Daly then discussed agenda item number 5, proposed meetings schedule. Chairman Daly explained that we will meet at least quarterly. A discussion was held regarding the need for quarterly meetings as well as an annual organizational meeting and the timing of these meetings to coordinate with the subsequent Supervisors reorganization in January. Chairman Daly stated we should stay coordinated with that schedule. Mr. O'Connor discussed that in the future we should have an annual organizational meeting in January.

The following resolution was offered by Mr. Johnson, seconded by Mr. O'Connor:

**Resolution No. 2-2014**

**Resolved, to amend the bylaws to designate the month of January for the annual organizational meeting and for meetings to be held quarterly with additional meetings scheduled as needed.**

Ayes – 5

Noes – 0

Adopted 5 – 0

This final adoption of this resolution is contingent upon the approval of the Chairman of the Saratoga County Board of Supervisors.

**Financial Reports:**

Mr. O'Connor discussed the financial reports including the bank summary, deposit account collateralization, year-end statement of condition and the amended 2014 operating budget. The year-end statement of condition total assets are stated as \$122,483.61. A discussion included how revenues and expenses are broken down and arrived at.

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

### **Resolution 3-2014**

**Resolved, to approve the financial reports as presented.**

Ayes – 5

Noes – 0

Adopted 5 - 0

A discussion continued regarding approval of vouchers and procedures for approving them. Vouchers will be provided to the Board before payment is issued.

Mr. O’Conor then explained that the 2014 budget would need to be amended as the second Saratoga Hospital bond issuance income was realized in 2014 rather than 2013. He further explained that a computer will need to be purchased exclusively for the use of the Capital Resource Corporation as recommended by the auditors, Cusack & Company. Mr. O’Conor would be authorized to spend up to \$1,000.00. Mr. Dunn suggested that monies should be added for conference attendance fees. He recommended \$1,000.00 be allocated for such expenses.

The following resolution was offered by Mr. Johnson and seconded by Mr. Dunn:

### **Resolution 4-2014**

**Resolved, to approve the amended 2014 Budget including the computer and conference expenses.**

Ayes – 5

Noes – 0

Adopted 5-0

Chairman Daly then asked Mr. Carminucci to report on the Saratoga Hospital closing. Mr. Carminucci explained the closing and the process on the Saratoga Hospital project. Originally, it was thought that the closing for Saratoga Hospital would occur before the end of 2013. Construction contracts had to be revised. It closed January 16, 2014 in the amount of \$25,000,000. Mr. Carminucci explained the terms and interest rate structure. Saratoga Hospital was very satisfied with the process.

Chairman Daly discussed marketing with the members. She was recently invited to Skidmore College for a meeting. They are considering two projects in which the SCCRC might play a role. Mr. Carminucci stated he would not be surprised if an application was forthcoming. A dollar amount has not been determined. He explained that they may have a need for refinancing current New York State Dormitory Authority bonds.

The Board members held a discussion regarding the need for marketing materials such as brochures and business cards. A logo needs to be created and a brochure will need to be created. Mr. O’Conor stated he will work on business cards and a brochure design and that press releases and media contacts can be used as inexpensive methods of increasing public awareness.

Mr. O’Conor then stated that a package was sent to Cusack & Company regarding the 2013 audit which is underway. They will review it and when their audit work is done, they will be asked to come and meet with the Audit Committee to review the final report. When Mr. Wyatt’s appointment as Treasurer is confirmed, a new signature card and resolution will be signed to add him as an authorized signer on The Corporation’s bank account.

Chairman Daly discussed a conflict with the February meeting date. Mr. Carminucci stated Skidmore was talking about coming to the Capital Resource Corporation in late February or early March to accommodate their timeframe. The February 25<sup>th</sup> meeting date will need to be changed because of the County Board meeting conflict. The members decided the next meeting date would be March 11<sup>th</sup> at 4:00 p.m.

There being no further business to discuss, a motion to adjourn was made by Mr. O’Conor and it was seconded by Mr. Johnson. All were in favor and the meeting was adjourned at 5:00 p.m.

Respectfully submitted,

Lori A. Eddy, Administrative Secretary

Approved March 11, 2014