



**Meeting of the Board of Directors**

**March 22<sup>nd</sup>, 2021 at 4:00 pm**

**Zoom Meeting**

**Meeting available for public viewing via**

**[YOUTUBE – Saratoga County Prosperity Partnership Channel](#)**

**Board Members Present:**

Acting-Chair Penny Hill, Treasurer Rocco Ferraro, Secretary Todd Kusnierz, Steve Bulger, Eric Connolly, Josh Spain, David Wood, Benny Zlotnick, Brendan Chudy, Maria Moran, Jeff Jones, Tim Szczepaniak, Justin Baker, Tim Dunn, Phil Barrett

**Board Members Absent:** None

**Saratoga Partnership Staff Present:** Shelby Schneider, President; Aimee Johnson, Economic Development Assistant

**Guests:** Justin Miller, Legal Counsel, Harris Beach; Amy Pedrick, Auditor, West and Company

Acting-Chair Penny Hill welcomed the newest member to the SCPP board, Tim Szczepaniak.

Acting-Chair Penny Hill called the meeting to order at 4:03 pm

**2020 AUDIT PRESENTATION**

Amy Pedrick of West and Company provided the 2020 audit presentation. She stated the audit went very well. This is the second year of fully remote auditing which tends to make the process longer. She provided all clean opinions. She met with SCPP Audit and Finance Committee last week and provided an in-depth overview of the audit. The financial statements are in the board packet. The official opinion is clean and unmodified – highest opinion. The biggest change in the balance sheet is for prepaid expenses from 2019. The financials are overall very consistent. Net assets did go down due to changes in funding and the pandemic, showing reduced revenue and expenses. Amy Pedrick explained various expenditure notes and footnotes: note six regarding the first round PPP loan of \$81,804 – these proceeds are now considered a grant due to loan forgiveness. Her opinion on internal controls states no weakness or deficiencies – a clean opinion. Amy Pedrick completed her high-level overview of the 2020 SCPP audit. There were no questions from the board. Regarding the PARIS ABO reporting of investment audit; Amy Pedrick states SCPP has no investments, cash only. All clean opinions again. The SCPP 990 Federal tax return is completed, it mirrors the financials and will report 2020 board members. The document is ready for review.

Rocky Ferraro stated that he is very happy with the audit after meeting with Amy Pedrick during the Audit and Finance Committee meeting. Todd Kusnierz asked what document the board is voting on accepting. Acting-Chair Penny Hill states the audit approval is rolled into the annual resolution approval. Josh Spain says the document in question is on page i5. Amy Pedrick asks board members to contact her with any further questions. Acting-Chair Penny Hill thanks Amy Pedrick for her work on the audit.

## ADOPTION OF MINUTES

### February 15<sup>th</sup>, 2021 Board Meeting

Tim Dunn made a motion to accept the February 15<sup>th</sup>, 2021 minutes, seconded by Josh Spain. No further discussion was made. **Vote on the motion: AYES: 15 NOES: 0.** The motion carried.

## TREASURER'S REPORT – ROCCO FERRARO

Rocky Ferraro presented on the SCPP statement of activity for period January 1<sup>st</sup> - March 17<sup>th</sup>, 2021 and the 2021 adopted budget percent to budget comparison. We are at 22-23 percent of budget so far. On the revenue side, the occupancy tax request has been submitted to Saratoga County for SCPP to receive its first quarter payment of \$112,500. Grant revenue represents \$60,503 or 60 percent of our current budget. \$55,503 is from the second round PPP loan which shows up as a liability until it is forgiven. For the purpose of the budget, it is reflected as a grant. The other \$5,000 in grant funding comes from the MaltaWorks initiative which was granted from GlobalFoundries. The fee-for-service income is higher because of the \$12,000 pass through funding for Behan Communication who produced the Northern Towns study. StartUp NY is slightly over budget due to the timing of rent payments for the leaseback agreement with G&G Lighting. We are currently at 33 percent of budget for expenses. The dues and membership line item is at 33 percent of budget, which is just a matter of timing for the annual dues. Office equipment is at 73 percent of budget (due to relocating the office and purchasing a new phone system per Shelby Schneider). We are over budget for the database line item - Shelby Schneider states this is due to prepaid expenses of \$1,400 for site to do business software. The statement of activity for 1/1/21-3/17/21 shows no red flags. SCPP's financial position as of March 17<sup>th</sup> shows the PPP checking as a liability showing the full loan amount pending forgiveness. Rocky Ferraro recommends, in closing, that the board go back and look at the adopted 2021 budget for adjustments which would reflect more realistic funding expectations and new expense information. In October of 2020 the board adopted a conservative budget based on requested county occupancy tax funds. Shelby Schneider adds that salary and benefits have been significantly different than what was projected based on staff reduction. Rocky Ferraro recommends adjustments to budget based on these changes.

Dave Wood made a motion to approve the Treasurer's Report, seconded by Maria Moran. No further discussion was made. **Vote on the motion: AYES: 15 NOES: 0.** The motion carried.

## ANNUAL MEETING RESOLUTIONS

### Election of Board of Officers

Acting-Chair Penny Hill progresses to the election of officers. Shelby Schneider asks Justin Miller to give a housekeeping update on the resolution and ABO PAAA compliance. Justin Miller explains that the election process is intended to be a housekeeping measure yearly requiring the board to readopt policies and procedures, accept the audit, allow for resolutions to reappoint officers, ratify staff appointments and FOIL chairperson, etc. As for the readoption of the mission and review of the audit, now is the time for questions on the audit. No comments or questions from the board. Justin Miller states the election of officers on the Board of Directors and the following three sections of the resolution deal with the assignment of committee rolls: audit and finance, personnel. Any way the board chooses to put forth nominations is fine, and Justin Miller will defer to Acting-Chair Penny Hill for an informal vote with a roll call at the end.

Acting-Chair Penny Hill states that past practice has been sequential rotation of officers from treasurer to vice chair to the chair position before rotating off. She said that since she was acting-Chair since the previous Chair Kevin Hedley resigned, she would move to Chair, Rocky Ferraro would become the Vice-Chair from the Treasurers position, Maria Moran has been asked to serve as the new Treasurer, and Supervisor Todd Kusnierz would stay on as the Secretary. An Executive Committee meeting on the 22<sup>nd</sup> of February discussed this slate of nominees.

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Jeff Jones made a motion to elect the following officers Maria Moran, Chairperson, Tim Dunn the Vice-Chair, Rocky Ferraro continues as the Treasurer, and Todd Kusnierz continues as the Secretary. Justin Baker seconded the motion.

Brendan Chudy supports Acting-Chair Penny Hill and states he has been asking about the proposed slate of officers and hoped any alternate slate would be communicated sooner than the moment voting during the meeting. His understanding was that a proposed slate has been fully vetted by the board. He supports the potential for an alternate slate but thinks it requires discussion. Todd Kusnierz states that a formal motion with a second is already offered for discussion. Acting-Chair Penny Hill confirms and asks about taking a separate vote on the motion. Acting-Chair Penny Hill states that Todd Kusnierz and Phil Barrett agreed on a full slate of officers that was proposed in the last Executive Committee meeting. Mr. Kusnierz said that he did not commit to any slate of officers. Rocky Ferraro says that there was no commitment *per say* but there was not any opposition to the proposed slate either, his concern with the latest motion is that the board needs some historical perspective by having members who have been part of board for some time eventually taking on the rolls of Chair and Vice Chair. He is uncomfortable and procedurally concerned. Benny Zlotnick says the board should vote on the slate that has been proposed and seconded. Rocky Ferraro asks if the board will then vote on the other slate? A majority vote on the already seconded slate would not require an additional vote on the other proposed slate.

Acting-Chair Hill asked for a roll call vote on the motion made by Jeff Jones and seconded by Justin Baker for Maria Moran, Chair; Tim Dunn, Vice Chair; Rocky Ferraro, Treasurer; and Todd Kusnierz, Secretary:

Baker: Yes

Barrett: Yes

Bulger: Yes

Chudy: No

Connolly: No

Dunn: Yes

Ferraro: No

Hill: No

Jones: Yes

Kusnierz: Yes

Moran: Yes

Szczepaniak: Yes

Spain: No

Wood: No

Zlotnick: No

The motion carries, 8/7 per Acting-Chair Penny Hill

Brendan Chudy comments on the board running the running risk of alienating private sector board members and questions whether this is the intention of the board. The message he hears is that a slate was circulated in good faith and now another slate is being proposed at the last moment. He hopes his message to the public members of the board is clear. Jeff Jones says he was not privy to any other slate, and his only intention was to see diverse skills and ideas on the board. This slate represents that. States we can vet this out, but talented individuals will take this partnership forward. He is not sure how this alienates anyone but that is not the intention.

Brendan Chudy asks Acting-Chair Penny Hill and President Shelby Schneider if they knew about this second slate of proposed officers. Acting-Chair Penny Hill states that everyone has a right to bring up their

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own suggestions. Shelby Schneider state that she did not know. Jeff Jones states he didn't know either. Brendan Chudy asks if this new slate was communicated to the supervisors? Josh Spain mentions the natural progression of positions on the board and states that this new slate diverges from that. States that this change bothers him – this is not intended as a reflection on the individuals. Todd Kusnierz states that as the Secretary he is still stuck in the same position that he came in with.

Rocky Ferraro asks if the bylaws make mention of the supervisor specifically in terms of board placement? Shelby Schneider says that the board talked about this in the last meeting with regard to the resolution from the Governance Committee wanting to create a succession plan similar to other nonprofits where private sector members are able to transition through board service from the Treasurer position and cycle off as the Chair. For active participation from the supervisors, the Secretary position is always a Supervisor or other elected official. Per Rocky Ferraro, this is not stated in the by-laws and he is concerned by this newly proposed slate of officers and maintaining the consistency of members who are knowledgeable. Acting-Chair Penny Hill has done an excellent job as Chair since the previous Chair resigned. Rocky Ferraro thanks the board for the nomination but states he is very concerned about this new approved slate and maintaining a positive working relationship with the private sector. Jeff Jones responds, Rocky Ferraro will be pleasantly surprised. Dave Wood agrees with Rocky Ferraro that there has been a lot of change from the original purpose of the board which appears to be continuing and intensifying. He is hoping for the best.

Tim Dunn is excited about being a part of this team. He owns a local small business and has much respect for Acting-Chair Penny Hill. States that all of the board members have done a fantastic job in difficult times. He is excited about the existing opportunities and future of Saratoga County and the organization. Suggests that board members “roll in the same direction” and plan to work hard. Maria Moran is looking forward to collaborating with the other board members. States we can move together, moving forward, and she looks forward to being part of the team. Phil Barrett thanks Maria Moran, Tim Dunn, Rocky Ferraro and Todd Kusnierz for taking on leadership rolls. States that the changes in recent years were implemented and approved by the Board of Supervisors to delineate rolls and responsibilities for both SEDC and S CPP - these changes have been clearly supported by many business owners and residents of the county. Continues that it is important that the organization move with a sense of urgency. Some board members might think these changes are drastic, yes, there will be four new faces on the leadership team. This organization needs to move with a sense of urgency - we cannot make up for lost time. We need to deliver results and do it quickly. Get behind the leadership that was just approved and accept these reforms from the full Board of Supervisors. The changes being made are supported by elected officials, businesses, and residents. Show confidence in the leadership and get the job done.

### **Appointing Board Committee Positions**

Acting-Chair Penny Hill asks if there is any interest in the Audit and Finance Committee on the part of Maria Moran, Rocky Ferraro, Dave Wood, or Jeff Jones – based on the committee preference responses sent to Shelby Schneider. Justin Baker asks to make a motion for a second slate. Benny Zlotnick makes a motion to approve the slate as just listed by Acting-Chair Penny Hill. Seconded by Josh Spain. Steve Bulger states that Justin Baker asked for the motion first, he gets to go first. Benny Zlotnick states the motion did not have a second. Rocky Ferraro adds that a second slate was nominated before the original, circulated slate was discussed. Acting-Chair Penny Hill asks if these are voluntary positions, do they have to be voted on? Shelby Schneider states, yes, it is part of the organizational meeting – we have to have committees. Phil Barrett asks to hear Justin Baker's proposed slate of officers for the Audit and Finance Committee. Justin Bakers proposes the following slate: Steve Bulger, Tim Szczepaniak, Dave Wood, Josh Spain. Shelby Schneider states that the Treasurer usually serves on the Audit and Finance Committee because they are approving monthly bills and finances. Todd Kusnierz asks if this is in the by-laws. Shelby Schneider says she doesn't believe so. Rocky Ferraro states no, but it is common sense. Steve Bulger recommends we

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add the Treasurer then. Shelby Schneider agrees that it would make sense. Josh Spain states board members were asked to provide their committee preference and serving on this committee was very low on his list of interest. Phil Barret states he would like to second Justin Baker's slate. Justin Miller states that the bylaws require a majority of the Audit and Finance Committee be populated with independent members (who do not currently or have not in the past two years held a county or corporation position based on independence test associate with PAAA). Todd Kuzneirs confirms that the current slate being proposed only has one county employee. Benny Zlotnick points out that Tim Szczepaniak was recently employed by the county. Per Justin Miller, a majority of private sector representation is required. Justin Baker amends his motion to include Rocky Ferraro on the slate of proposed Audit and Finance Committee members. Tim Dunn seconds the amendment to Justin Baker's proposed slate. Brendan Chudy asks if there is another slate being put forward as well. Acting-Chair Penny Hill states the original state was discussed but taken off the floor by the motion of Justin Baker. If that motion passes by individual vote majority, the original slate is not necessary. Per Acting-Chair Hill, on a motion made by Justin Baker and seconded by Tim Dunn, asks for a roll call vote on Steve Bulger, Tim Szczepaniak, Dave Wood, Josh Spain, Rocky Ferraro to serve on the Audit and Finance Committee:

Baker: Yes  
Barrett: Yes  
Bulger: Yes  
Chudy: No  
Connolly: No  
Dunn: Yes  
Ferraro: No  
Hill: No  
Jones: Yes  
Kusnierz: Yes  
Moran: Yes  
Szczepaniak: Yes  
Spain: No  
Wood: No  
Zlotnick: No

The motion carries, 8/7 per Acting-Chair Penny Hill

Acting-Chair Penny Hill she continues to propose a new slate for the Governance Committee. Todd Kusnierz makes a motion to propose the new Governance Committee as follows: Brendan Chudy, Penny Hill, Eric Connolly. Benny Zlotnick interjects that the Acting-Chair Penny Hill should be allowed to read the proposed slate before a new motion is entered. Acting-Chair Penny Hill states that there was a slate circulated based on people volunteering to serve on this committee as follows: Brendan Chudy, Steve Bulger, Tim Dunn, Phil Barrett, Todd Kusnierz. Rocky Ferraro begins to offer a motion, Todd Kusnierz injects that there is already a motion on the table. Acting-Chair Penny Hill states that it was not seconded. Phil Barrett seconds Todd Kusnierz slate. Mr. Kusnierz repeats his motion to appoint Brendan Chudy, Penny Hill, Eric Connolly, and Phil Barrett to the Governance Committee. Per Acting-Chair Hill, on a motion made by Todd Kusnierz and seconded by Phil Barrett, asks for a roll call vote on appointing Brendan Chudy, Penny Hill, Eric Connolly, and Phil Barrett to the Governance Committee:

Baker: Yes  
Barrett: Yes  
Bulger: Yes  
Chudy: No  
Connolly: No  
Dunn: Yes  
Ferraro: No

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Hill: No

Jones: Yes

Kusnierz: Yes

Moran: Yes

Szczepaniak: Yes

Spain: No

Wood: No

Zlotnick: No

The motion carries, 8/7 per Acting-Chair Penny Hill

Tim Szczepaniak makes a motion to elect a Personnel Committee as follows: Phil Barrett, Jeff Jones, Justin Baker, Benny Zlotnick. Tim Dunn seconds this motion. Rocky Ferraro asks about committees and if there are any members who are not serving on at least one? Shelby Schneider tallies the list, and everyone is covered. Rocky Ferraro says thank you, and wants to ensure that every board member is serving on at least one committee. Per Acting-Chair Hill, on a motion made Tim Szczepaniak by and seconded by Tim Dunn, she asks for a roll call vote on appointing Phil Barrett, Jeff Jones, Justin Baker, Benny Zlotnick to the Personnel Committee:

Baker: yes

Barrett: Yes

Bulger: Yes

Chudy: No

Connolly: No

Dunn: Yes

Ferraro: No

Hill: No

Jones: Yes

Kusnierz: Yes

Moran: Yes

Szczepaniak: Yes

Spain: No

Wood: No

Benny: No

The motion carries, 8/7 per Acting-Chair Penny Hill

### **Authorizing Execution of Services Agreement with Saratoga County & Reappointment of Corporation Staff**

Shelby Schneider states we now need a roll call vote to approve the audit, accept the mission statement, disposition of property policy and performance measures. Steve Bulger offers a motion to approve. Justin Miller clarified that all three can be voted on together in one roll call vote. The motion is seconded by Jeff Jones. Justin Miller states sections are 1-7 done, section 8 is the ratification of staff as Shelby Schneider as President and FOIL Officer, and Aimee Johnson as Economic Development Assistant and Secretary. Rocky Ferraro moves to ratify, seconded by Acting-Chair Penny Hill. Per Justin Miller Section 8 states Maria Moran is now FOIL appeals officer, Shelby Schneider completes the PARIS report is section 9. Section 10 is our annual services agreement. Justin Miller worked with the county attorney to sync the agreement with previous agreements. Shelby Schneider sent the voucher to the county administrator and the county attorney is verifying proof of insurance. Per Shelby Schneider we do not have a payment, but we have booked \$112,500 as a receivable. Section 10 authorizes the execution of the county agreement once it is presented for signature. Section 11 is a catch all for forms, section 12 establishes this resolution based on a roll call. A motion to approve the above resolution was made by Steve Bulger and seconded by Tim Dunn. Brendan Chudy clarifies that we are approving everything we have talked about in this

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meeting. Justin Miller says yes, based on previously voted on slates, this final vote captures all resolutions too – this is all votes as a whole including the resolution. Acting-Chair Penny Hill asks Shelby Schneider if this doesn't pass does it impact PARIS filing? Shelby Schneider says I don't know how to send this without an approved audit – it is all part of PARIS compliance with ABO. Justin Miller states the audit has to be filed with the ABO by March 31<sup>st</sup>. Acting-Chair Hill asks for a roll call vote to approve the committees and resolutions:

Baker: Yes

Barrett: Yes

Bulger: Yes

Chudy: No

Connolly: Yes

Dunn: Yes

Ferraro: No

Hill: No

Jones: Yes

Kusnierz: Yes

Moran: Yes

Szczepaniak: Yes

Spain: No

Wood: No

Zlotnick: No

The motion carries, 9/6 per Acting-Chair Penny Hill

### **NEW BUSINESS**

#### **Creation of Strategic Planning Committee**

Acting-Chair Penny Hill asks for new business. Tim Dunn suggests we table the strategic planning discussion for now. Shelby Schneider states this committee was based on a recommendation from the last board meeting. Consider it tabled. Rocky Ferraro asks who is going to be having this discussion? Is it the full board, or just the committee reporting back to the board? Todd Kusnierz asks how it was done in the past. Acting-Chair Penny Hill states there was no formal appointment, this is just interested members engaging in a planning conversation. Rocky Ferraro adds that the Governance Committee came up with this recommendation last year and he agrees with the initial conversation occurring in a structured environment. Tim Dunn adds that due to these recent committee changes we should table this conversation and not jump in. Suggests we wait a bit then defer to the chair and staff on how to proceed. Shelby Schneider states she created an outline for a potential marketing or placemaking committee to share ideas amongst colleagues, however strategic planning is not required by PAAA. We could have an ad hoc committee to pull in members from other committees doing similar work in other organization, so we are not silos. It is helpful for everyone convene and work collaboratively. Acting-Chair Penny Hill tabled the conversation. Rocky Ferraro wants to follow procedure, he is not opposed to ideas or initial discussion, just wants a sense of order for the initial discussion. Shelby Schneider adds there can be a committee, but it is not required for the PARIS report. She will circulate a white paper to the board.

### **PRESIDENT'S REPORT**

Shelby Schneider will keep the President's Report brief. Welcomed new board member, Tim Szczepaniak. Scott Solomon's resignation was sent out to the Executive Committee. The audit has taken up a lot of time, but we will have the PARIS report in by March 31<sup>st</sup>. Board members please send in your board evaluations, conflict of interest forms, fiduciary responsibilities document, and proof of ABO training.

We are working on business retention efforts following the American Recovery Plan Act. Will be working with small businesses and restaurants, even Save our Stages. The Victory Mills project was approved by

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Saratoga County IDA on March 9<sup>th</sup> and brownfield remediation has begun. We are working with the USDA on a brownfield grant program as well, the Village of Victory has access to this type of funding for the purpose of natural gas. We want to send surveys out to residents in their regular billing for any interest in individual hookups as the lines are going to be run anyway. The Village of Victory is also looking at updating its firehouse, and this can be connected with the USDA RBDG program for low interest lending. Plus, the new apartments will need better protection.

The Town of Halfmoon is getting a StartUp NY business, and we are working on an agri-business expansion project in Saratoga County that would create 10 new jobs. There has also been an uptick in indoor recreation facilities with interest coming from two more potential projects. There is potential for a \$12m, 200,000 sq ft project that could draw sports from all over the northeast - tournaments put heads in beds. The Workforce Development Board is working on a potential expansion of the Scannell project. Amazon and other warehouses are currently pulling drivers from local businesses and employers are looking to fill a shortage in talented CDL drivers. We will be considering a driving school or program to recruit and train drivers regionally. Any new employer will need this workforce – it is critical to BRE and workforce development.

We received the childcare survey results with over 165 responses from the general public and over 60 employers. We are working with Saratoga & Warren County plus Brightside Up and others – childcare is a big issue, especially with COVID. Chldcare is preventing people from getting back to work or being able to work remotely if they are still doing so from home. Childcare was an issue even before COVID, we are looking at a workforce or ombudsman program to create and train anyone interested in creating a home childcare center.

The northern borders program is almost done with its preliminary report, it was just returned from editing. The MaltaWorks \$5,000 received from GlobalFoundries has spurred over \$14,400 spent by local consumers in Malta. We are trying to market Malta small businesses through earned media, advertising, and the purchase of gift cards.

Acting-Chair Penny Hill asks the board if there is anything else. Maria Moran adds that was an impressive list of projects. Shelby Schneider states that we do want to show results, we have a division of representation with a diminishing source of revenue – we are doing the best we can in light of these factors. We need to be engaging others doing similar work, we will be stronger together if we are collaborating with others. There exist many major opportunities and challenges. The data statistics in the back of the Presidents Report are from the CDRPC regional recovery dashboard. It shows how hospitality and tourism have suffered, the county and other organizations are working together to find resources to address this. We do need to move collaboratively and with urgency to do what's best for Saratoga County. Rocky Ferraro states that given disruptions from COVID and staff turnover, Shelby Schneider has stayed focused on the mission of the organization despite these challenges and thanks her for maintaining the partnership and its relationships.

### **ADJOURNMENT**

Benny Zlotnick made a motion to adjourn the meeting, seconded by Maria Moran. No further discussion was made. **Vote on the motion: AYES: 15 NOES: 0.** The motion carried.

The meeting adjourned at 5:39 pm.

Recording Secretary \_\_\_\_\_