

## 6. Projects 2019



**Annual Report 2019**  
**By Edward Bartholomew, President & CEO EDC**  
**Warren County**

**KEY PROJECTS**

**Plan/Initiate, Retain & Grow, Advocate & Inform**

Through key initiatives and corroborations, EDC Warren County continued to move forward in 2019 serving as the County's primary and full-time advocate for sustainable economic development.

EDC is very appreciative of support from Warren County and municipalities throughout the County, investors from the business community, other key stakeholders, our federal legislators; US Senators Schumer, Gillibrand, & Congressperson Stefanik together with state officials Governor Cuomo legislators ;Senator Little, Assemblyman Stec along with federal and state agencies .

## **PLAN & INITIATE**

\*Completion of Pathway Corridor study( funded in part by EDC , Warren County and National Grid)–updated traffic/pedestrian study Route 9, 149 exit 23 Corridor) has led to the next phase of this project by examining potential funding for proposed improvements along this major retail outlet sector.

\*Planning and preparation by EDC of two federal opportunity zone applications to Governor Cuomo for his recommendation and subsequent approval by the US Department of Treasury's for two Warren County communities to qualify as federal opportunity zones: Town of Johnsbury-North Creek and the western portion of the City of Glens Falls has led to advocacy by EDC in seeking through strategic marketing plan/collaboration potential investors, financial institutions and developers for these regions within Warren County .

These two opportunity zones are designed to spur economic development by providing certain tax benefits (capital tax gain deferral to investors). Potential projects for North Creek & Glens Falls include lodging, hotel, retail, mixed use projects, affordable housing and other potential projects.

\*Planning for greater access for affordable housing choices has moved to a working group of northern Warren County communities in preparation for data gathering and selection of consultant to proceed with a market analysis. This process is a required step for potential developers to be aware of this region with the preparation of this feasibility study of affordable housing within Warren County. Funding for this component is by EDC (\$10,000) and Warren County Planning (\$10,000). EDC initiated this initiative by establishing a forum with representative from NYS Housing Community Renewal (NYS HCR) and community leaders from rural areas of the County.

**\*EDC worked with the City of Glens Falls and housing developer in undertaking a 71-unit affordable housing project(\$15million) assisted by New York State Homes and Community Renewal. Project is expected to be completed late summer early fall 2020**

\*EDC continue to provide affordable housing opportunities for residents of Glens Falls and Warren County as administrator of the New York State funded firsttime home buyers program with approximate funding for 15 recipients for acquiring their first home within the County

**\*EDC supporting the efforts of the Glens Falls Housing Authority in demolishing the existing 50 units of the Larose Gardens (built in 1967) and construct new apartments on the site. The new apartments with estimated cost \$10 million to \$12 million will be would be more energy efficient.**

**\*Planning for growth along the northern portion of interstate 87 exits (Northway) within Warren County is critical for prospective development in this rural area. The county's progress is constrained by the developmental restrictions of the Adirondack Park Agency jurisdiction which encompasses ninety-four per cent of the land mass within the County. EDC at their expense recognizing this restriction is nearing completion of an "exit study" with focus on the northern areas by identifying suitable developable properties through mapping, land analysis and infrastructure issues.**

**\*EDC following the preparation and submittal of funding application on behalf of the City of Glens Falls for a Downtown Revitalization Initiative (DRI) grant is now undertaking the administrative, oversight of this \$10M grant.**

As a result of Governor's Cuomo's innovative urban policies- Downtown Revitalization (DRI) continues to see progress in the redevelopment and creation of a revitalized, re-energized South Street with the private repurposing rehabilitation of two existing buildings, commencement of a new 10,000 SF "Market Square" home for a year market, development of new mixed use building, 400 vehicle parking garage, repurpose establishment of Arts District and other programs .

The first DRI project in the State was celebrated with the opening of the innovative SUNY Adirondack Culinary Institute at the \$30M mixed use complex ( includes 87 residential units on Hudson Avenue adjacent to the Glens falls Hospital.

\*Extensive planning and collaboration with the City of Glens Falls and Town of Queensbury has led to considerable diversified economic growth as result of improvement infrastructure-sewer extension along Main Street/Exit 18 QueensburyGlens Falls corridor which is now realizing significant development. At Exit 18 this sewer extension is enabling businesses and industrial areas to expand along the western corridor from exit 18 including the redevelopment of the former recycling center into manufacturing , acquisition of a former vacant (over 10 years) 116,000 SF former Native Textile facility with new ownership along with new tenants; AngioDynamics-medical device and Sheet Labels company. Other business located in this area include recreational venues: SkyZone, & Rocksport Rock Climbing, Hudson Headwaters West Mountain Health Center expansion, and purchase of vacant properties for expansion for additional industries .

Further growth along this sector includes construction and operation of the Holiday Inn, Fairfield Inn, expansion of Stewarts Shoppe including Glens Falls National Bank branch.

At Exit 19(Queensbury) further growth is occurring with Hilton Home2 Suites operating along with the pending redeveloping/repurposing of the Aviation Mall uses to include mixed use development that includes residential apartment.

## **Retain and Growth**

2019 was highlighted by significant news from the Medical Device Cluster located in the Queensbury/Glens Falls region. This news included:

- the sale of CR Bard (located on Bay Road in Queensbury) to Benton Dickinson a \$12 B revenue medical manufacturing company,
- AngioDynamics (located in Queensbury/Glens Falls) expanding their manufacturing and distribution center operations,
- Angiodynamics relocates 125 employees to Travelers Building downtown Glens Falls with 8,000 sf renovations,
- Acquisition of the former NAMIC division of Angiodynamics By Medline (No 32 on the Forbes list of largest private held companies (18,00 employees) in America with \$10B total annual company sales (location In Glens Falls),
- Angiodynamics began focusing on new technology and products including Nanoknife together with acquisition of Israeli based laser startup company Eximo Medical. The technology behind the Nanoknife does not rely on heat to achieve cell death. It uses a more natural method that destroys only targeted tissue, sparing critical structures including vessels, nerves and ducts. Currently AngioDynamics, Inc., is in an FDA-approved clinical study that is evaluating the effectiveness of IRE technology for the treatment of stage III pancreatic cancer

**\*Finch Paper LLC a key manufacturing anchor for this region strategically acquired French Paper Company(maker of colored paper) joining Finch's Papers (premium maker of white paper.**

**\*Flomatic located on Pruyn's Island Glens Falls manufacturer of diversified water valves & waste water valves celebrated their 19,000-square-foot expansion in 2019.The \$3 million project with increase in employment of 10- 15 jobs was partially funded by a \$660,000 grant from the Governor's Regional Economic Development Council. EDC was very pleased to have assist Flomatic with this project from discussion stage to celebration of the new 19,000SF expansion.**

**\*ESD ongoing assistance in efforts to promote the former Web Graphics building in Queensbury (approximately 90,000 SF) has resulted in pending contract for purchase and EDC is now in the process of working with Town Officials on the permitting process along with assisting the new owner with their workforce development**

### **ADVOCATE & ADVOCATE**

**Lake George & Wastewater Treatment Plant**

**EDC in partnership with the Fund for Lake George supports efforts for funding for the construction of a new wastewater treatment**



plant for Lake George. EDC President Ed Bartholomew testified before the Joint NYS Legislative Budget Committee February 2019 advocated for this funding in his testimony Bartholomew stated

*“Failure to address this significant environmental concern will result in a devastating environmental and economic calamity for the Adirondacks and Warren County “*

Further comments at the hearing came for Assemblyman Dan Stec who said

*“It’s not often that you have economic developers literally sitting elbow –to-elbow with environmental leaders and they are in lock-step on this and many other issues... This is an issue that everyone across the entire spectrum recognizes is a crisis.”*

EDC coordinated the visit of Senator Schumer to Lake George to announce support for funding for this wastewater project. Subsequently Senator Schumer and Congresswoman Stefanik announce \$500,000 funding for Lake George waste water treatment plant from the Federal Border Commission.

In late 2019 /early 2020 Governor Cuomo announce nearly \$10 M in additional funding for the construction of the Lake George wastewater treatment plant

**In furtherance of support and advocacy for the sustainability of Lake George , EDC was invited to join the FUND for lake George Council of Business Advisors**

**\*EDC supported the efforts to restore funding to the 2019 budget for NYS Film Tax Credit-an important emerging economic tool for this region led by Andrew Meader Adirondack Fil Commissioner**

**\*EDC advocated for the Town of Horicon and Horicon Historic Association funding request for restoration of the Union Church in Adirondack NY which was secured by Senator Betty Little**

**\*A prolonged effort by EDC and medical device industry ended with a successful effort in the elimination of the 2.3% excise tax which was imposed (2013) on the domestic sales of medical devices to be paid by the device manufacturer. A bi partisan effort (Senators Schumer, Gillibrand and Congresswoman Stefanik) led Congress to the successful elimination**

### **ADVOCACY CFA**

**EDC Warren County assisted with a number of Warren County public and private funding applications and support through the New York State CFA process which resulted in a number of successful grant announcements**

There was a total of eleven (11) NYS Consolidated Funding Application Round 9 awards for projects located in Warren County, NY as part of the NYS Governor's 2019 Regional Economic Development Council awards announced in December 2019. These eleven projects consisted of a variety of public infrastructure projects as well as one business expansion project. EDC participated in several ways on these projects. Specifically, on the business expansion project EDC worked directly with the business which is known as Nettle Meadows which makes a variety of hand crafted artisan cheese products and distributes them regionally and increasingly nationally. Nettles Meadows has won several awards for their products

Nettle Meadows plan to use the awarded grant monies to assist in the acquisition and renovation of a separate existing property to accommodate capacity, add new equipment and utilize heavier utilities required to operate the facility. EDC's role in this CFA was as an advisor, helping with facilitating discussions with state officials and assisting with answering questions regarding the application. Nettle Meadow was awarded \$120,000 and continues to assist the business with follow up and compliance components of the award on an ongoing basis until the project is fully completed sometime in late 2020. Additionally, EDC as administrator of the Warren County Local Development Corporation assisted in

In the City of Glens Falls, NY there were two CFA projects awarded in 2019, one for an engineering study to address the city's inflow and infiltration alternatives under consideration for sanitary sewer. Award totaled \$100,000. The other award is for the construction of a separate storm sewer system in a portion of the city which will help reduce the occurrence of overflows during heavy rain and storms. Total awarded in the latter project is \$1,048,000. EDC acted as an active advisor/supporter by assisting answering questions regarding application and by advocating to Capital Region Economic Development Council on behalf of the City of Glens Falls.

EDC acted as a supporter of individual engineering studies for infrastructure projects in three Warren County Town of Chester, Hague, and the Town of Lake George mostly relating to wastewater issues in each town. Collectively, the total of the four projects in three towns totals \$135,000.

Lastly, there were four projects awarded that were organized and submitted by the Warren County Soil and Conservation District relating to engineering studies and feasibility in several towns in Warren County concerning culverts that can reduce streambank erosion. The total awarded amounts for these totaled \$140,318

## **INFORM**

EDC conducts a series of events throughout the year

**\*Annual Forecast Breakfast in January 31 speakers Kenneth Entenmann senior Vice President NBT and Heather Briccetti , President CEO Business Council**

**\*Annual Luncheon (May 30) featured speakers Ross Levy Executive Director Tourism I Love NY Director, Rebecca Wood President Six Flags Great Escape**

**\*EDC Co-sponsor with Albany Business Review “Invest in Glens Falls”(Nov 12)**

**\*Annual Holiday Party (benefit Big Brothers Big Sisters )(Dec 4)**

**\*Yearly Visit by Lt Gov Hochul to Glens Falls Warren County (March 19)**

**\*Affordable Housing Roundtable with state and local officials (March 6)**

**EDC Hosts CFA Information Session (June 10)**

### **\*ON the ROAD**

**EDC testifies at Joint Legislative Budget Committee on Economic Development in Albany (February 12)**

**EDC joins area local leaders in Washington Dc for meetings with federal representatives (March 5)**

- \*Tours with ESD officials Glens Falls Queensbury and North Country (march 29) & North Creek ORDA and local officials (march 10)**
- \*EDC coordinates Senator Schumer to Lake George (April 16)**
- \*EDC host US EDA Economic Development Administration site visit to Tech Meadows (June 10)**
- \*EDC Attends announcement by Gov Cuomo at Albany Airport (July 8)**
- \*EDC attends recognition remembrance ceremony for Mary Lou Whitney by Gov Cuomo) (August)**
- \*Site Visit Horicon Adirondack Day (August 10)**
- \*EDC speaking at 200 Bicentennial Canal Corp Workforce Forum (Oct 30)**
- \*EDC Participants at SUNY Adirondack Microenterprise with Washington County Local Development Corporation (Nov 12)**
- \*EDC visits Kingsbury to meet with Senator Schumer regarding medical device excise tax elimination and other legislative matters(Dec 23)**

## **7. Real Property Ownership**

## **2019 EDC Real Property Report**

**EDC ownership of real property is attached herein;**

**EDC did not dispose or acquire any real property in 2019**



**EDC Owned Property  
As of 12/31/2019**

<b><u>Address</u></b>	<b><u>Tax Map #</u></b>	<b><u>Lot Size</u></b>
139 Warren St. Glens Falls	303.17-24-4	69x204
33 Stone Quarry Rd. Lot 4 Queensbury	303.12-1-9.5	3.8 acres
Queensbury Business Park	303.16-1-78	11.53 acres
Queensbury Business Park	303.16-1-77	3.63 acres
Queensbury Business Park	303.16-1-76	2.63 acres
Dix Ave. Queensbury	303.15-1-36.1	1.31 acres

## 8. Code of Ethics

**Policy No. 5**

**CODE OF ETHICS  
OF  
ECONOMIC DEVELOPMENT CORPORATION**

The members of the board (the "Board") of the Economic Development Corporation (the "Corporation"), a duly established local development corporation created pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), along with the officers and staff of the Corporation, shall comply with and adhere to the provisions of the Not-For-Profit Corporation Law of the State.

Further, no director, officer, or employee of the Corporation shall (1) accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties; (2) accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position of authority; (3) disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests; (4) use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or others; (5) engage in any transaction as a representative or agent of Corporation with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties; (6) by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person; (7) make personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest; and (8) pursue a course of conduct which will raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

Approved and adopted this 25<sup>th</sup> day of February 2014  
Amended and Reaffirmed March 20, 2018  
Reaffirmed March 17, 2020

## **9. Assessment Effectiveness Internal Control**

# **EDC WARREN COUNTY**

## **Assessment of the Effectiveness of Internal Financial Controls Policy**

**New Policy Adopted No.17 March 20, 2020**

### **1. BACKGROUND:**

Section 2800(1) (a) (9) and Section 2800(2) (a) (8) of Public Authorities Law and pursuant to NYS Public Authority Office recommended practice require all public authorities to complete an annual assessment of the effectiveness of their internal control structures and procedures.

### **2. INTENT:**

The purpose of the EDC Warren County (EDC) system of internal control shall be to:

- a) Promote effective and efficient operations so as to help the EDC in carrying out its mission.
- b) Provide reasonable assurance that the EDC's assets are safeguarded against inappropriate or unauthorized use.
- c) Promote the accuracy and reliability of accounting data and financial reporting to ensure that transactions are executed in accordance with the EDC Board's authorization and that they are recorded properly in accounting records.
- d) Encourage adherence to the EDC Board's policies and procedures for conducting programs and operations.
- e) Ensure compliance with applicable laws and regulations.

This system of internal control includes performing an annual assessment to identify potential weaknesses in policies or procedures and to implement corrective actions.

This assessment shall identify significant weaknesses in controls, recognize emerging or inherent risks, and enable early detection of existing or potential problems. If an internal control system is working effectively, the EDC Board will have a reasonable indication of the reliability of its operating practices and the accuracy of the information it uses to measure its activities and performance. Any deficiencies identified as a result of the assessment shall be addressed by the EDC Board.

### **3. EDC'S INTERNAL CONTROLS ASSESSMENT PLAN:**

#### **A. Define the EDC's Primary Functions:**

1. Annually review the mission of the EDC and verify that its primary operating responsibilities, operations and functions will help fulfill its mission.
2. Annually evaluate the EDC's written mission statement to ensure that it clearly defines the EDC's purpose.
3. Define the EDC's objectives and ensure they are understood by EDC staff.
4. Review policies, procedures and guidelines to ensure that they guide EDC staff in the operations of the EDC and provide methods and procedures to assess the effectiveness of those functions.

**B. Determine Risks:**

1. Assess the internal and external risk exposure and associated vulnerability of each function of the EDC and assign a corresponding risk level (i.e., high, medium, or low).
2. If a risk is identified, the EDC Board shall determine how to best handle it by evaluating its significance, likelihood, and because
3. Based on the assigned risk levels, the EDC Board shall determine how frequently it will review the controls in place for each function.

**C. Review Existing Internal Control Systems in Place:**

1. The EDC Board and staff shall annually review and examine the policies and practices in place to ensure that those policies and practices are effective in addressing the risks that are relevant to the operation.

**D. Assess the Extent to Which the Internal Control System is Effective:**

1. The assessment of internal controls should be a structured and monitored process to identify and to report any weaknesses of the internal control structure to the EDC Board.
2. This process should determine if the existing control structure and procedures are adequate, to mitigate risk, minimize ineffectiveness and deter opportunities that could lead to the misappropriation of assets.
3. The assessment should provide the EDC Board with information as to whether the EDC's policies and operating practices were understood and were executed properly, and whether they are adequate to protect the organization from waste, abuse, misconduct, or inefficiency.
4. This assessment shall be completed through a combination of inquiry and observation, a review of documents and records and by replicating transactions to test the sufficiency of the control system.

**E. Take Corrective Action:**

1. When a weakness is identified, a corrective action plan should be developed, adopted by the EDC Board and then monitored by the EDC Board to ensure that the weakness is addressed.

**4. INTERNAL CONTROL CERTIFICATION:**

**A. Section 2800(2) (a) (8) of the Public Authorities Law:**

1. To satisfy the requirement of Section 2800(2) (a) (8) of Public Authorities Law, the EDC shall incorporate, either within its annual report or as a separate document, a statement explaining that the authority has conducted a formal, documented process to assess the effectiveness of its internal control structure and procedures, and indicate whether or not the internal controls are adequate.
2. This statement should eventually be posted to the EDC's website.
3. The statement shall state the following or equivalent:

*The EDC Board of Directors will document and assess the EDC Warren County Internal Financial Control System for EDC's calendar year ending December 31, of each year and shall undertake determination as part of annual reporting requirements to NYS Authority Budget Office as to adequacy of the Corporation's internal controls- (i.e. adequate. No deficiencies or note deficiencies/with recommendations for corrective action.*

4. The EDC shall retain documentation to support the assessment of its internal controls.
5. If the EDC finds any deficiencies with the internal controls over its functions or operations, additional documentation should be maintained to demonstrate that the EDC has adopted corrective action plans to address these weaknesses.

6. This documentation should be made available upon request to the EDC's independent auditor or to ABO compliance review staff.

**B. Public Authorities Reporting Information System (PARIS):**

1. As part of the PARIS Annual Report tab, the EDC will be required to indicate whether or not it has prepared this assessment and will provide the URL link to the statement, if available.

Adopted March 20, 2020

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL  
OVER FINANCIAL REPORTING AND ON COMPLIANCE  
AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL  
STATEMENTS PERFORMED IN ACCORDANCE WITH  
GOVERNMENT AUDITING STANDARDS**

Board of Directors  
Economic Development Corporation

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Economic Development Corporation (a nonprofit organization) which comprise the statement of financial position as of December 31, 2019, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 11, 2020.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Economic Development Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Economic Development Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of Economic Development Corporation's internal control.

*A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.*

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



## **INTERNAL CONTROL ASSESSMENT STATEMENT**

**March 20, 2020**

**This statement certifies that the EDC Board of Directors has documented and assessed the internal control structure and procedures of the EDC Warren County for the year ending December 31, 2019 at its meeting of March 20, 2020.**

**This assessment found the EDCs internal controls and procedures to be adequate.**

**No deficiencies were found.**

**10, Certificates of Incorporations for EDC Warren County**

FILING RECEIPT

ENTITY NAME: ECONOMIC DEVELOPMENT CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROCESS NAME

COUNTY: WARR

SERVICE COMPANY: \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00

FILED: 05/24/2006 DURATION: \*\*\*\*\* CASH#: 060524001299 FILM #: 060524001187

ADDRESS FOR PROCESS

THE CORPORATION  
234 GLEN STREET  
GLENS FALLS, NY 12801

REGISTERED AGENT

FILER	FEE	AMOUNT	PAYMENT	AMOUNT
ARTLETT PONTIFF STEWART & RHODES ATTN: BRUCE O. LIPINSKI, ESQ PO BOX 2168, 1 WASHINGTON ST GLENS FALLS, NY 12801	FILING	30.00	CASH	0.00
	TAX	0.00	CHECK	55.00
	CERT	0.00	CHARGE	0.00
	COPIES	0.00	DRAWDOWN	0.00
	HANDLING	25.00	OPAL	0.00
			REFUND	0.00
	TOTAL	55.00		55.00

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
41 State Street  
Albany, NY 12231  
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

Warren County Economic Development Corporation  
(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: Warren County Economic Development Corporation

If the name of the corporation has been changed, the name under which it was formed is: Warren Washington Regional Economic Development Corporation

SECOND: The date of filing of the certificate of incorporation with the Department of State is: November 19, 1992

THIRD: The law the corporation was formed under is: the Not-for-Profit Corporation Law of the State of New York

FOURTH: The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type C corporation.

FIFTH: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: "Paragraph *First* of the Certificate of Incorporation relating to the corporate name is hereby amended to read in its entirety as follows: *First: The name of the corporation is ... (new name) ...*")

Paragraph FIRST of the Certificate of Incorporation relating to the corporate name of the corporation

is hereby [check the appropriate box(es)]  added to read in its entirety as follows or  amended to read in its entirety as follows: FIRST: The name of the corporation is Economic Development Corporation.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: 234 Glen Street, Glens Falls, New York 12801

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SEVENTH: The certificate of amendment was authorized by: *[Check the appropriate box]*

- The amendment was authorized by a vote of a majority of the members at a meeting.
- The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- The amendment was authorized by a vote of a majority of the entire board of directors. The corporation has no members.

  
\_\_\_\_\_  
(Signature)

Leonard Fosbrook, President  
(Name and Title of Signer)

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

Warren County Economic Development Corporation  
*(Insert Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Bartlett, Pontáff, Stewart & Rhodes, P.C., Attn: Bruce O. Lipinski, Esq.

Address P.O. Box 2168, 1 Washington Street

City, State and Zip Code Glens Falls, New York 12801

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment. The certificate must be submitted with a \$30 filing fee.

*For Office Use Only*

FILING RECEIPT

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ENTITY NAME : ECONOMIC DEVELOPMENT CORPORATION

DOCUMENT TYPE : ASSUMED NAME CERTIFICATE

SERVICE COMPANY :           +++ NO SERVICE COMPANY   +++

CODE:

=====

FILED: 06/23/2006

CASH#: 162147

FILM#: 20060623052

PRINCIPAL LOCATION

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234 GLEN STREET

GLENS FALLS  
NY       12801

COMMENT:

ASSUMED NAME

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EDC WARREN COUNTY, NY

* FEES	85.00	PAYMENTS:	85.00
* ----		-----	
* FILING :	25.00	CASH :	
* COUNTY :	25.00	CHECK :	85.00
* COPIES :	10.00	C CARD :	
* MISC :	.00		
* HANDLE :	25.00		
*		REFUND:	
*		-----	

=====

FILER:

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ARTLETT PONTIFF STEWART & RHODES PC  
BRUCE O LIPINSKI ESQ  
ONE WASHINGTON ST PO BOX 2168  
GLENS FALLS           NY       12801

**Certificate of Assumed Name**  
Pursuant to General Business Law, §130

NYS Department of State  
Division of Corporations, State Records and UCC  
41 State Street, Albany, NY 12231-0001  
www.dos.state.ny.us

1. NAME OF ENTITY

Economic Development Corporation

1a. FOREIGN ENTITIES ONLY. If applicable, the fictitious name the entity agreed to use in New York State is:

2. NEW YORK LAW FORMED OR AUTHORIZED UNDER (CHECK ONE):

- Business Corporation Law                       Limited Liability Company Law  
 Education Law     Not-for-Profit Corporation Law  
 Insurance Law     Revised Limited Partnership Act  
 Other (specify law):

3. ASSUMED NAME

EDC Warren County, NY

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST BE NUMBER AND STREET. IF NONE, INSERT OUT-OF-STATE ADDRESS):

234 Glen Street, Glens Falls, New York 12801

5. COUNTIES IN WHICH BUSINESS WILL BE CONDUCTED UNDER ASSUMED NAME

ALL COUNTIES (if not, circle county/ies) below

Albany	Clinton	Genesee	Monroe	Orleans	Saratoga	Tompkins
Alegany	Columbia	Greene	Montgomery	Oswego	Schenectady	Ulster
Bronx	Cortland	Hamilton	Nassau	Otsego	Schoharie	<u>Warren</u>
Broome	Delaware	Herkimer	New York	Putnam	Schuyler	Washington
Cattaraugus	Dutchess	Jefferson	Niagara	Queens	Seneca	Wayne
Cayuga	Erie	Kings	Onondaga	Rensselaer	Stauben	Westchester
Chautauque	Essex	Lewis	Ontario	Richmond	Suffolk	Wyoming
Chemung	Franklin	Livingston	Orange	Rockland	Sullivan	Yates
Chenango	Fulton	Madison		St. Lawrence	Tioga	

8. INSERT THE ADDRESS OF EACH LOCATION WHERE BUSINESS WILL BE CARRIED ON OR TRANSACTED UNDER THE ASSUMED NAME. Use a continuous sheet, if needed. (The address must be set forth in terms of a number and street, city, state and zip code. Please note that the address(es) reflected in paragraph 8 must be within the county(ies) circled in paragraph 5. If the entity does not have a specific location where it will conduct business under the assumed name please check the box.)

No New York State Business Location

234 Glen Street

Glens Falls, NY 12801



INSTRUCTIONS FOR SIGNATURE: If corporation, by an officer; if limited partnership, by a general partner; if limited liability company, by a member or manager or by an attorney-in-fact or authorized person for such corporation, limited partnership, or limited liability company.

Leonard Fosbrook, President  
Name and Title

  
Signature

CERTIFICATE OF ASSUMED NAME  
OF

Economic Development Corporation

(Insert Entity Name)

Pursuant to §130, General Business Law

FILER'S NAME AND MAILING ADDRESS

Bartlett, Pontiff, Stewart & Rhodes, P.C., Bruce O. Lipinski, Esq.

One Washington Street, P.O. Box 2168

Glens Falls, New York 12801

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$25 fee. The Department of State also collects the following, additional, county clerk fees for each county in which a corporation does or transacts business: \$100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and \$25 for each county outside New York City. All checks over \$500 must be certified.

(For Office Use Only)

**CERTIFICATE OF INCORPORATION****OF****WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION**

Under Section 402 of the Not-For-Profit Corporation Law

We, the undersigned, for the purpose of forming a local development corporation, do hereby certify:

**FIRST:** The name of the corporation shall be the WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION.

**SECOND:** The corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a local development corporation pursuant to Section 1411 of said law.

**THIRD:** The purposes for which the corporation is formed are as follows:

- a. To plan and promote, and if necessary to coordinate and execute programs in the Counties of Warren and Washington aimed at improving the quality of life of its residents by developing new approaches and methods where necessary and proper.
- b. To plan and promote, exclusively charitable or public purposes of relieving and reducing adult unemployment, promoting and providing for additional and maximum adult employment.
- c. Bettering and maintaining adult job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs.
- d. Carrying on scientific research for the purpose of aiding Warren and Washington Counties by attracting new industry and agribusiness to said communities or areas or by encouraging the development of, or retention of, such industry or agribusiness in the said communities or areas.
- e. Lessening the burdens of government and acting in the public interest.
- f. To provide managerial, technical and administrative advice in order to aid local business enterprises.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by paragraph (c) of section 1411 of the Not-for-Profit Corporation Law.

The corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

Nothing herein contained shall authorize or empower the corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by New York General Business Law section 340 or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

**FOURTH:** Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for charitable or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

**FIFTH:** Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(b) through (u) of the Not-for-Profit Corporation Law.

**SIXTH:** No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code Section 501(h) as amended, or the corresponding provision of any future United States internal revenue law, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by the statutory provision) and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

**SEVENTH:** The corporation shall be a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

**EIGHTH:** The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of community residents in the development of their business skills; the reduction of adult unemployment; the promotion of maximum adult employment by bettering and maintaining adult job opportunities; the stimulation of the economic growth of the communities.

**NINTH:** All income and earnings of such corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority.

**TENTH:** No part of the income or earnings of such corporation shall inure to the benefit or profit of, nor shall

any distribution of its property or assets be made to any member or private person, corporate, or individual, or any other private interest, except that the corporation is hereby authorized pursuant to section 1411 (a)(2) of the Not-for-Profit Corporation Law to repay loans and to repay contributions (other than dues) to the corporation, but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986.

**ELEVENTH:** If the corporation accepts a mortgage loan from the New York Job Development Authority, the corporation shall be dissolved in accordance with the provision of section 1411(g) of the Not-for-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

**TWELFTH:** The office of the corporation shall be located in the City of Glens Falls, County of Warren, State of New York.

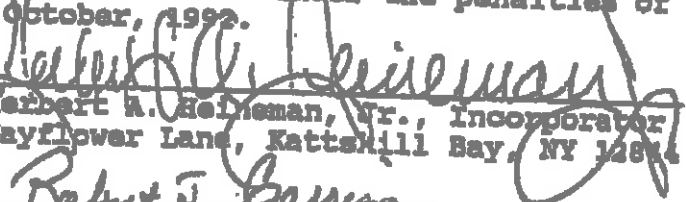
**THIRTEENTH:** The names and addresses of the initial directors until the first annual meeting, each of whom is of full age, are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Victor Grant	Scofield Road Lake Luzerne, NY 12846
Herbert A. Heineman, Jr.	Mayflower Lane Kattskill Bay, NY 12844
Edward Dienst	16 Stone Pine Lane Queensbury, NY 12804
George Gress	20 Honey Hollow Road Queensbury, NY 12804
Robert Corrigan	221 Main Street Hudson Falls, NY 12839
Richard Skellie	East Greenwich, New York 12834
David Wilmont, Sr.	RD 1 Buskirk, NY 12028
Richard Freed	4 Rogers Avenue Granville, NY 12832
Michel Brant	Stonebridge Road Queensbury, NY 12804
Francis O'Keefe	32 Harrison Avenue Glens Falls, NY 12801
George Frost	25 McHugh Street So. Glens Falls, NY 12803

**FOURTEENTH:** Upon the dissolution of the corporation, no member or private persons, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, (including the payment of loans and contributions the repayment of which has been authorized in its certificate of incorporation or reincorporation) shall be distributed to one or more counties, cities, towns or villages within the territory designated in its certificate of incorporation or reincorporation as the territory in which its operations are principally to be conducted, for furtherance of the purposes set forth herein, or to the New York job development authority, as shall be provided by said corporation or by order of the supreme court of the State of New York pursuant to section 1008 (Jurisdiction of supreme court to supervise dissolution and liquidation).

**FIFTEENTH:** The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him/her as agent of the corporation is 136 Warren Street, Glens Falls, New York 12801.

IN WITNESS WHEREOF, We, the undersigned incorporators, being all at least eighteen years of age, have made, subscribed this certificate and hereby affirm it as true under the penalties of perjury this 23<sup>rd</sup> day of October, 1992.

  
 \_\_\_\_\_  
 Herbert A. Heineman, Jr., Incorporator  
 Mayflower Lane, Catskill Bay, NY 12814

  
 \_\_\_\_\_  
 Robert Corrigan, Incorporator  
 221 Main Street, Hudson Falls, NY 12839.

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION  
OF  
WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION**  
**Under Section 803 of the Not-for-Profit Corporation Law**

**Certificate of Amendment of the Certificate of Incorporation of WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION under Section 803 of the Not-for-Profit Corporation Law.**

**FIRST:** The name of the corporation is WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION.

**SECOND:** The date of filing the Certificate of Incorporation in the Office of the Secretary of State of New York, is November 19, 1992.

**THIRD:** The corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a local development corporation pursuant to Section 1411 of said law. It is a Type C corporation as defined in N-PCL Section 201; the corporate purposes will be modified slightly by this amendment, but the Type of corporation it shall be will not change.

**FOURTH:** The certificate of incorporation is amended to change the name of the corporation. Paragraph FIRST of the certificate of incorporation is amended to read as follows:

**FIRST:** The name of the corporation is the WARREN COUNTY REGIONAL ECONOMIC DEVELOPMENT CORP..

**FIFTH:** The certificate of incorporation is amended to modify the corporate purposes. Paragraph THIRD, sub-paragraphs a) and d) are amended as follows:

- a. To plan and promote, and if necessary to coordinate and execute programs in the greater Warren County region aimed at improving the quality of life of its residents by developing new approaches and methods where necessary and proper.
- d. Carrying on scientific research for the purpose of aiding the greater Warren County region by attracting new industry and agribusiness to said communities or areas or by encouraging the development of, or retention of, such industry or agribusiness in the said communities or areas.

SIXTH: The certificate of incorporation is amended to change the post-office address to which the Secretary of State shall mail a copy of process. Paragraph FIFTEENTH of the certificate of incorporation is amended to read as follows:

FIFTEENTH: The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him/her as agent of the corporation is Apollo Drive, 636 Quaker Road, Queensbury, NY 12804.

SEVENTH: These amendments to the Certificate of Incorporation were authorized by the unanimous vote of the entire Board of Directors at a meeting thereof, a quorum being present. There are no members entitled to vote thereon.

IN WITNESS WHEREOF, we have signed this certificate this 20<sup>th</sup> day of October, 1995.

Chris A. Hunsinger  
Chris A. Hunsinger, President

George Frost  
George Frost, Secretary

STATE OF NEW YORK )  
                                  ) ss.:  
COUNTY OF WARREN

Chris A. Hunsinger, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate, that he has read the certificate of amendment and knows the contents thereof, and that the statements contained therein are true.

Chris A. Hunsinger  
Chris A. Hunsinger, President

Sworn to before me this

20<sup>th</sup> day of October 1995

Lori J. Bergeron

LORI J. BERGERON  
Notary Public, State of New York  
Qualified in Warren County  
My Commission Expires 6-30-97  
Reg. No. 460894

The University of the State of New York  
Education Department



STATE OF NEW YORK :  
: SE.:  
COUNTY OF ALBANY :

In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the change of name of WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION to WARREN COUNTY REGIONAL ECONOMIC DEVELOPMENT CORP. and purposes, contained in the annexed certificate of amendment to the certificate of incorporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

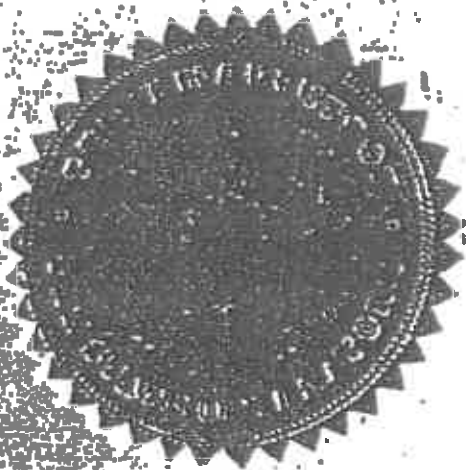
This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 25th day of September, 1995.

Richard P. Mills  
Commissioner of Education

By:

*Richard L. Nabozny*  
Richard L. Nabozny  
Senior Attorney

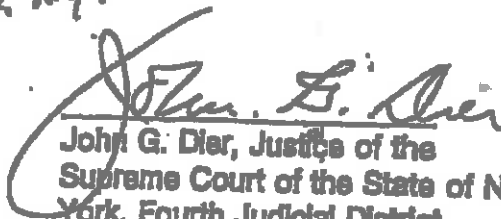




APPROVAL OF SUPREME COURT JUSTICE

I, John G. Dier, a Justice of the Supreme Court of the State of New York, of the Fourth Judicial District, in which the office of the Corporation is located, approve of the foregoing certificate of amendment to the certificate of Incorporation of Warren Washington Regional Economic Development Corporation and consent to its filing.

Dated: October 2, 1995  
Lake George, N.Y.

  
John G. Dier, Justice of the  
Supreme Court of the State of New  
York, Fourth Judicial District

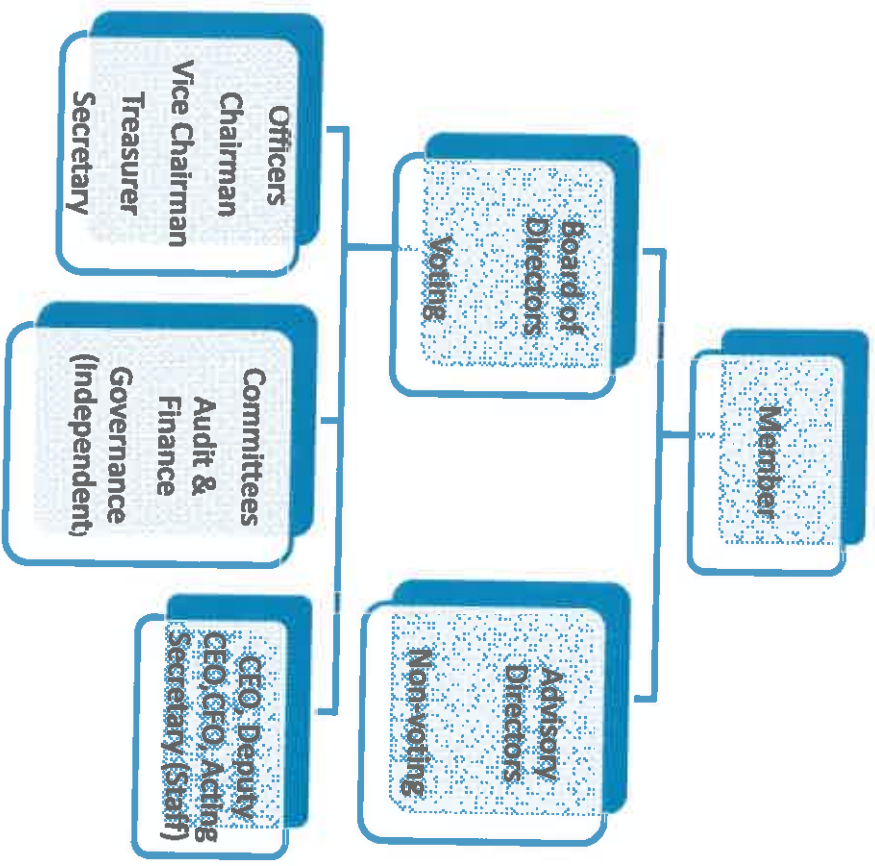
## 11 Organizational Information



### **EDC Vision**

**EDC is the central source for Warren County economic development efforts, as it guides programs and projects throughout the southern Adirondack region. EDC achieves results through collaborative public-private partnerships designed to encourage new investment opportunities that create jobs.**

# EDC Organizational Chart





**CHAIR**

**Matt Fuller**  
Attorney, Meyer & Fuller  
Co-owner, Fountain Square Outfitters

**VICE CHAIRMAN**

**Chris Barden**  
Chief Operating Officer, North Country Janitorial, Inc.  
*EDC Governance Committee Member*

**SECRETARY**

**Judy Calogero**  
President, Calogero Partners LLC  
Representing City of Glens Falls  
*EDC Audit & Finance Committee Member*



**TREASURER**

**Mitch Amado**  
Senior Vice President & Chief Financial Officer, Glens Falls Hospital  
*EDC Committee Chair: Audit & Finance Committee*  
**Kristine Duffy, Ed.D**  
President, SUNY Adirondack  
*EDC Governance Committee Chair*

**Michael Pratt**  
President & CEO  
Olympic Regional Development Authority  
*EDC Governance Committee Member*

**Alexander Rotolo**  
Chief Financial Officer  
Finish Paper at Atlas Holdings LLC  
*EDC Governance Committee Member*

**Jim Spion**  
Chief Operating Officer  
JUST Beverages  
*EDC Audit & Finance Committee Member*

**Laura Ladin**  
CPA - Senior Associate  
Whittemore, Downen & Ricciardelli LLP  
*EDC Audit & Finance Committee Member*

**Matthew Simpson**  
Supervisor, Town of Horizon  
Representing Warren County

**John Strough**  
Supervisor, Town of Queensbury  
Representing Town of Queensbury

## 12. By Laws

**EDC WARREN COUNTY**

**AMENDED AND RESTATED**

**BY LAWS**

**As amended and re affirmed as of March 20, 2020**

**BY-LAWS**  
**OF**  
**ECONOMIC DEVELOPMENT CORPORATION**  
**ARTICLE I - THE CORPORATION**

**SECTION 1. - NAME.**

The name of the Corporation is "ECONOMIC DEVELOPMENT CORPORATION" (hereinafter, the "Corporation"), as established pursuant to a Certificate of Incorporation filed on November 19, 1992, as amended pursuant to Certificates of Amendment filed on October 27, 1995, October 23, 2001 and May 24, 2006 (collectively, the "Certificate of Incorporation", as may be amended).

**SECTION 2. - OFFICES.**

Pursuant to the Certificate of Incorporation, the principal office of the Corporation shall be located in the City of Glens Falls, County of Warren, New York (the "County").

**SECTION 3. - PURPOSES.**

The Corporation shall have such purposes as are now or hereafter set forth in the Certificate of Incorporation.

**ARTICLE II - MEMBERSHIP**

**SECTION 1. - COMPOSITION OF MEMBERSHIP.**

The Members of the Corporation shall be those individuals appointed by the duly established Members of the Corporation from time to time, with the exception of four permanent members. The four permanent members of the Corporation may serve without tendering a membership fee and shall consist of (i) the County of Warren acting by and through its Chairman of the Board of Supervisors, (ii) the Town of Queensbury acting by and through its Supervisor, (iii) the City of Glans Falls acting by and through its Mayor and (iv) SUNY Adirondack acting by and through its President. The Corporation shall have two (2) classes of Members consisting of: (A) Voting Members and (B) Non-Voting Members. The Voting Members shall be the Members of the Corporation that have been elected to and serving on the Board of Directors pursuant to Article III hereof. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein.



## SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.

The Members shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation and the By-Laws of the Corporation.

## SECTION 3. - ANNUAL MEETING OF THE MEMBERS

The annual meeting of the Members of the Corporation shall be held at the same time and place as the annual meeting of the Board of Directors as may be designated by the Board of Directors and specified in the notice of such meeting. At the annual meeting, the Voting Members shall appoint Directors pursuant to Article III hereof for positions where a new directorship is created or the term of a Director has expired, receive the annual report and transact such other business as may properly come before the meeting.

## SECTION 4. - ANNUAL REPORT TO THE MEMBERS.

At the annual meeting of the Members, the Directors or designated officer of the Corporation shall present an annual report showing in appropriate detail the following information:

- (a) A complete audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and
- (b) A summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

## SECTION 5. - SPECIAL MEETINGS OF THE MEMBERS.

Special meetings of the Members or Voting Members may be called at any time by (i) authorization of the Board of Directors of the Corporation, or (ii) written consent of a majority of the Members of the Corporation or in the case of a special meeting of the Voting Members, written consent of a majority of the Voting Members of the Corporation. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if by unanimous consent of the Members present at such meeting elect to transact business not previously described in the aforementioned notice, then the Members may transact such other business.

## SECTION 6. - PLACE OF MEETINGS; ORGANIZATION

All membership meetings shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Members, except for the Annual Meeting of the Members as set forth in Section 3 of this Article II. At each membership

meeting, the Members shall select, by a vote of the Voting Members, a representative chairman of the Members to preside. The Secretary, or, in his or her absence, a person chosen by the Voting Members, shall keep complete and accurate minutes of the meeting.

#### SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by mail and electronic mail to each of the Members not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to each Member at his or her address as it appears on the record of the Corporation or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

#### SECTION 8. - QUORUM OF MEMBERS

(a) The presence of at least a majority of the Voting Members shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the Voting Members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place is announced at the meeting adjourned.

#### SECTION 9. - ACTION BY THE MEMBERS

(a) Each Voting Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members. The vote of a majority of the entire Voting Membership at a duly convened meeting, provided a quorum is then present, shall be the act of the Members. Pursuant to and in accordance with the Open Meetings Law, Voting Members must be present or participate through video-conference in order to count for purposes of quorum and voting.

#### SECTION 10. - PROPERTY RIGHTS OF MEMBERS

The Member shall not have any rights or interests in or to the property or assets of the Corporation.

## **ARTICLE III - BOARD OF DIRECTORS AND ADVISORY DIRECTORS**

### **SECTION 1. - POWER OF BOARD OF DIRECTORS.**

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

### **SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS AND ADVISORY DIRECTORS.**

(a) **Directors.** The number of Directors shall be at least seven (7) and no more than eleven (11), such Directors to be appointed from time to time by and serve at the pleasure of the Voting Members. The Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution. The Directors shall include the Mayor of the City of Glens Falls, the Chairman of the Board of Supervisors of the County, and the Supervisor of the Town of Queensbury, each in an ex officio capacity. Pursuant to and in accordance with Section 703(d) of the Not-for-Profit Corporation Law, and subject to the affirmative vote of the Directors in each case, the foregoing ex officio Directors may each appoint a designee to serve as an alternate Director to serve in the place of said ex officio Director. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the Voting Members and the affirmative vote of the majority of the voting Directors. As used in these By-laws, "the entire Board of Directors" means the total number of Directors that the Corporation would have if there were no vacancies on the Board.

- (i) Ex Officio Directors (or Designee) shall serve a term consistent with the term of their elected office and shall not be subject to the term limits otherwise set forth herein.
- (ii) Directors shall serve staggered terms of four (4) years as set forth on the schedule attached to these By-Laws, and to be determined at the time of nomination by the Governance Committee and as voted upon by the current Directors at the Annual Meeting.
- (iii) Directors shall serve no more than eight (8) consecutive years. The Governance Committee shall be responsible to stagger terms accordingly to ensure continuity and nominations shall include compliant term lengths.
- (iv) The Governance Committee shall nominate one or more Members for each vacancy on the Board of Directors from which the Voting Members will elect a Member to fill such vacancy.

(b) **Advisory Directors.** Up to an additional thirteen (13) individuals can be appointed by the Directors as non-voting Advisory Directors of the Corporation who shall serve at the pleasure of the Directors and act in an advisory capacity only to the voting Directors. The non-voting Advisory Directors shall hold that title merely in an advisory capacity to the voting Directors. The designation of non-voting Advisory Directors does not create any rights for any individual so designated to notice or other participation except at the request of the voting

Directors; provided however, said non-voting Directors shall enjoy the benefits of any indemnification of directors as determined herein or as determined from time to time.

(c) All Directors shall serve at the pleasure of the Voting Members.

(d) The President, as defined herein, may serve on the Board of Directors of the Corporation; provided, however, in such event, shall not participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of President.

(e) All Directors (but not non-voting Advisory Directors) of the Board shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. Thereafter, the Directors shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

(f) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Directors shall be Independent Directors, as such term is defined in paragraph (g) below.

(g) Independence. For the purposes of these By-Laws, an Independent Director means any person who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

(h) Board Offices. A Chairperson, Vice-Chairperson, Treasurer and Secretary shall be elected from among the Directors of the Board (exclusive of the ex officio Directors) at the organizational meeting and subsequent annual meetings of the Board of Directors. The term of

office for the Chairperson, Vice-Chairperson, Treasurer and Secretary shall extend for two (2) years after his or her election and until a successor is elected, unless that Director's term on the Board is earlier terminated by operation of the term limits imposed in Article III Section 2(a)(i-iii) above.

The Chairperson, Vice-Chairperson, Treasurer and Secretary may serve consecutive terms.

(i) CHAIR. The chair shall preside at all meeting of the Board of Directors. He or she shall have the general powers and duties which usually pertain to his or her office.

(ii) VICE CHAIR. The Vice Chair shall, in the absence of or at the request of the Chair, perform the duties and exercise the power of the Chair.

(iii) SECRETARY. It shall be the duty of the Secretary to supervise the preparation of the minutes of all meetings of the Members, the Board of Directors and its committees, and supervising the giving of all notices required to be given by the Corporation. The Secretary shall oversee the keeping of a current list of the Members, Directors and Officers and their residence addresses and the preparation and maintenance of the books and records of the Corporation.

(iv) TREASURER. It shall be the duty of the Treasurer to oversee the Chief Financial Officer and the financial affairs of the Corporation. The Treasurer shall cause a financial report to be provided at each regular meeting of the Board of Directors, and shall oversee the preparation of the annual report of the Corporation and the filing of all required tax returns and other regulatory reports.

### SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the other Directors or to the Chairman or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any Director may be removed from the Board with or without cause by the Members.

### SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors shall be filled as described in the resolution of the Voting Members approving such increase. Newly created directorships resulting from any vacancies occurring for any reason shall be filled by the Voting Members. In each case, such appointments shall be made as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director appointed to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is appointed and takes office.

#### SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be within 6 months after the end of the fiscal year at a convenient time and location to be determined by the Board of Directors. Written notice of the annual meeting shall be mailed or delivered to each Director of the Corporation prior to the meeting.

#### SECTION 6. - ANNUAL REPORT.

A Director designated by the Voting Members or the President and the Chief Financial Officer shall present at the annual meeting of the Board of Directors a copy of the annual report described in Article II, Section 4 above.

#### SECTION 7. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors, a majority of Directors or by the President or any other officer of the Corporation. Written notice shall be mailed or delivered to each Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

#### SECTION 8. - WAIVERS OF NOTICE.

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

#### SECTION 9. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places as the Directors may from time to time by resolution determine.

#### SECTION 10. – OPEN MEETINGS

The Corporation is subject to Open Meetings Law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

#### SECTION 11. – FREEDOM OF INFORMATION

The Corporation is subject to Freedom of Information Law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

## SECTION 12. – PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 (collectively, the “PAAA”) and shall comply with the PAAA, as set forth within the New York State Public Authorities Law.

## SECTION 13. – STATE ENVIRONMENTAL QUALITY REVIEW ACT

Upon the determination of the Board of Directors to do business within the State of New York, the Corporation shall comply with the State Environmental Quality Review Act, as set forth within Article 8 of the New York Environmental Conservation Law.

## SECTION 14. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all Directors.

## SECTION 15. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each Director shall have one vote regarding any corporate action to be taken by the Board. The vote of a majority of the entire Board of Directors at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the entire Board of Directors at a duly convened meeting at which a quorum is present. Pursuant to and in accordance with the Open Meetings Law, Directors must be present or participate through video-conference in order to count for purposes of quorum and voting.

## SECTION 16. - ORGANIZATION.

At each meeting of the Board of Directors, the Chairperson, or, in his or her absence, the Vice-Chairperson shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the Directors present, shall keep complete and accurate minutes of the meeting.

## SECTION 17. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary or the designated Director in the minutes thereof.

## SECTION 18. - COMPENSATION.

The Directors shall serve in their capacity as Directors of the Corporation without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

## SECTION 19. - ANNUAL INDEPENDENT AUDIT.

The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the PAAA and generally accepted government auditing standards certified by a firm of independent public accountants. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;

(ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(iii) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and

(v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) all critical accounting policies and practices to be used;

(ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along



with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

#### SECTION 20. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

### ARTICLE IV - COMMITTEES

#### SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-Laws, each Standing Committee shall consist of at least three Directors. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the Voting Members of any action requiring its approval;
- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-Laws or the adoption of new By-Laws; or
- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) Until changed by amendment of these By-Laws, the Corporation shall have the following Committees:

Audit and Finance Committee. There shall be an Audit and Finance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting. To the extent practicable, members of the Audit and Finance Committee should be familiar with corporate financial and accounting practices. The Audit and Finance Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit and Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and its subsidiaries, if any, and make recommendations.

**Governance Committee.** There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, advise the Members and Directors on the skills and experience required of potential Directors, conduct potential Director searches and nominate Director candidates, and nominate officers and committee members. The Governance Committee shall provide to the Voting Members the name of one or more Members that the Committee is nominating to fill each vacancy on the Board of Directors.

## **SECTION 2. - SPECIAL COMMITTEES.**

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by a majority of the votes cast by the Directors of the Corporation.

## **SECTION 3. - MEETINGS.**

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The President and Chairperson of the Board of Directors of the Corporation, or their respective designees, may attend all committee meetings, but will not possess any voting rights unless otherwise granted by said committees.

## **SECTION 4. - QUORUM.**

A majority of the entire membership of a committee shall constitute a quorum for the transaction of business. As used in these By-laws, "the entire membership of a committee" means the total number of members the committee would have if there were no vacancies on the committee.

## **SECTION 5. - MANNER OF ACTING.**

The vote of a majority of the entire membership of a committee at a duly convened meeting at which a quorum is present shall be the act of the committee. Pursuant to and in accordance with the Open Meetings Law, committee members must be present or participate through video-conference in order to count for purposes of quorum and voting.

## **ARTICLE V – CORPORATE OFFICERS**

### **SECTION 1. – PRESIDENT; CHIEF FINANCIAL OFFICER; ACTING SECRETARY; OTHER OFFICERS.**

The Corporation may have a President, a Chief Financial Officer, a Vice President, Acting Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of President and Acting Secretary shall not be held by the same person. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors. Such Officers shall be full-time employees of the Corporation and shall carry out the purposes of the Corporation. Such employees shall receive such compensation as may be determined by the Board of Directors.

### **SECTION 2. - TERMS OF OFFICERS.**

The officers shall be appointed by the Directors at its annual meeting. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive one (1) years terms.

### **SECTION 3. - ADDITIONAL OFFICERS.**

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

### **SECTION 4. - REMOVAL OF OFFICERS.**

Any officer may be removed by majority vote of the Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

### **SECTION 5. - RESIGNATION.**

Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary; provided, however, the President must provide written notice of its intent to resign to the Board of Directors and the Secretary must provide written notice of its intent to resign to the Chairperson or the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

### **SECTION 6. - VACANCIES.**

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of Directors.

#### **SECTION 7. –PRESIDENT.**

The Board of Directors shall appoint the President by resolution. The President shall report to the Chair and generally supervise all affairs of the Corporation including officers and employees. The President shall be the chief contracting officer of the Corporation, and shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 8. – ACTING SECRETARY.**

It shall be the duty of the Acting Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Acting Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Acting Secretary shall report to the President and attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the President.

#### **SECTION 9. –CHIEF FINANCIAL OFFICER.**

The Board of Directors shall appoint the Chief Financial Officer by resolution. It shall be the duty of the Chief Financial Officer of the Corporation, with oversight by the Treasurer, to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Chief Financial Officer shall report to the President and perform such other duties as may be assigned to him or her by the Board of Directors, the Treasurer or the President.

#### **SECTION 10. –VICE PRESIDENT**

The Vice President shall serve as president in the event of inability of the President to serve as determined by the Board of Directors, and until a successor President is appointed, and shall have such other powers and duties as may be directed by the President.

### **ARTICLE VI- STAFF**

The Corporation may have other staff as the Board of Directors may determine. Such staff shall report to the President and have the titles, duties, responsibilities, compensation and benefits as authorized by the Board of Directors.

### **ARTICLE VII - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

#### **SECTION 1. - EXECUTION OF CONTRACTS.**

The Board of Directors may on its own, except as these By-Laws otherwise provide, or may authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

#### SECTION 2. - LOANS.

No loans shall be contracted on behalf of the Corporation unless the amounts and terms are specifically authorized by the Board of Directors. Provided, however, in the event the Board of Directors establish a Loan Review Committee, the Committee may approve loans in accordance with established State or Federal loan program requirements and with loan amount limits as determined by the Board of Directors.

#### SECTION 3. - CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by two of the following: the President, Treasurer, the Chairperson or the Vice Chair of the Board.

#### SECTION 4. - DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

#### SECTION 5. - INVESTMENTS.

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

### ARTICLE VIII - GENERAL

#### SECTION 1. - SEAL.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

#### SECTION 2. - BOOKS AND RECORDS.

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes and statements of written action by the Members, (3) minutes of the proceedings of the Board of Directors and its committees, (4) a current list of the Members, Directors and officers of the Corporation and their residence addresses, (5) a copy of the Certificate of Incorporation, and (6) a copy of these By-Laws. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

#### **SECTION 3. - INDEMNIFICATION.**

The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

#### **SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.**

The Board of Directors may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

#### **SECTION 5. - LOANS TO MEMBERS AND OFFICERS.**

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or renewing any extension of credit, in the form of a personal loan to or for any Member, Director, or Officer, or to any other company, corporation, firm, association or other entity in which one or more of the Members, Directors or Officers of the Corporation are members, director or officers or hold a substantial financial interest.

### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

### **ARTICLE X - RULES OF ORDER AND BYLAW CHANGES**

#### **SECTION 1. - RULES OF ORDER.**

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-Laws.

#### **SECTION 2. - BY-LAW CHANGES.**

These By-Laws may be amended, repealed or adopted only by a majority of the Directors of the Corporation, or a majority of the Voting Members, whose actions at all times shall supersede actions by the Directors.



**CHAIR**

**Matt Fuller**  
Attorney, Meyer & Fuller  
Co-owner, Fountain Square Outfitters

**VICE CHAIRMAN**

**Chris Barden**  
Chief Operating Officer, North Country Janitorial, Inc.  
*EDC Governance Committee Member*

**SECRETARY**

**Judy Calogero**  
President, Calogero Partners LLC  
Representing City of Glens Falls  
*EDC Audit & Finance Committee Member*



**TREASURER**

**Mitch Amado**  
Senior Vice President & Chief Financial Officer, Glens Falls Hospital  
*EDC Committee Chair: Audit & Finance Committee*  
**Kristine Duffy, Ed.D**  
President, SUNY Adirondack  
*EDC Governance Committee Chair*

**Michael Pratt**  
President & CEO  
Olympic Regional Development Authority  
*EDC Governance Committee Member*

**Alexander Rotolo**  
Chief Financial Officer  
Finch Paper at Atlas Holdings LLC  
*EDC Governance Committee Member*

**Jim Sipion**  
Chief Operating Officer  
JUST Beverages  
*EDC Audit & Finance Committee Member*

**Laura Lahn**  
CPA - Senior Associate  
Whittemore, Downen & Nicolardelli LLP  
*EDC Audit & Finance Committee Member*

**Matthew Simpson**  
Supervisor, Town of Horicon  
Representing Warren County

**John Strough**  
Supervisor, Town of Queensbury  
Representing Town of Queensbury

## **Policies of EDC Warren County**

1. Certification of No Conflict of Interest
2. Acknowledgement of Fiduciary Duties and Responsibilities
3. Chief Executive Officer and Chief Financial Officer Annual Report Certification
4. Professionals Retained and Approved Relationships
5. Compensation/Reimbursement and Attendance
6. Code of Ethics
7. Whistleblower Policy
8. Investment Policy
9. Travel Policy
10. Disposition of Property Guidelines
11. Procurement Policy
12. Defense and Indemnification Policy
13. Bill Payment Process
14. Discretionary Policy
15. Record Retention
16. Capitalization
17. Conflict of Interest
18. Sexual Harassment Policy  
Sexual Harassment Complaint Form
19. Assessment of Effectiveness of Internal Financial Control (New)

**Policies 1-18 re affirmed and adoption of new policy**

**No 19. March 20, 2020**



## **EDC WARREN COUNTY**

### **Assessment of the Effectiveness of Internal Financial Controls Policy**

**New Policy Adopted No.17 March 20, 2020**

#### **1. BACKGROUND:**

Section 2800(1) (a) (9) and Section 2800(2) (a) (8) of Public Authorities Law and pursuant to NYS Public Authority Office recommended practice require all public authorities to complete an annual assessment of the effectiveness of their internal control structures and procedures.

#### **2. INTENT:**

The purpose of the EDC Warren County (EDC) system of internal control shall be to:

- a) Promote effective and efficient operations so as to help the EDC in carrying out its mission.
- b) Provide reasonable assurance that the EDC's assets are safeguarded against inappropriate or unauthorized use.
- c) Promote the accuracy and reliability of accounting data and financial reporting to ensure that transactions are executed in accordance with the EDC Board's authorization and that they are recorded properly in accounting records.
- d) Encourage adherence to the EDC Board's policies and procedures for conducting programs and operations.
- e) Ensure compliance with applicable laws and regulations.

This system of internal control includes performing an annual assessment to identify potential weaknesses in policies or procedures and to implement corrective actions.

This assessment shall identify significant weaknesses in controls, recognize emerging or inherent risks, and enable early detection of existing or potential problems. If an internal control system is working effectively, the EDC Board will have a reasonable indication of the reliability of its operating practices and the accuracy of the information it uses to measure its activities and performance. Any deficiencies identified as a result of the assessment shall be addressed by the EDC Board.

#### **3. EDC'S INTERNAL CONTROLS ASSESSMENT PLAN:**

##### **A. Define the EDC's Primary Functions:**

1. Annually review the mission of the EDC and verify that its primary operating responsibilities, operations and functions will help fulfill its mission.
2. Annually evaluate the EDC's written mission statement to ensure that it clearly defines the EDC's purpose.
3. Define the EDC's objectives and ensure they are understood by EDC staff.
4. Review policies, procedures and guidelines to ensure that they guide EDC staff in the operations of the EDC and provide methods and procedures to assess the effectiveness of those functions.

**B. Determine Risks:**

1. Assess the internal and external risk exposure and associated vulnerability of each function of the EDC and assign a corresponding risk level (i.e., high, medium, or low).
2. If a risk is identified, the EDC Board shall determine how to best handle it by evaluating its significance, likelihood, and because
3. Based on the assigned risk levels, the EDC Board shall determine how frequently it will review the controls in place for each function.

**C. Review Existing Internal Control Systems in Place:**

1. The EDC Board and staff shall annually review and examine the policies and practices in place to ensure that those policies and practices are effective in addressing the risks that are relevant to the operation.

**D. Assess the Extent to Which the Internal Control System is Effective:**

1. The assessment of internal controls should be a structured and monitored process to identify and to report any weaknesses of the internal control structure to the EDC Board.
2. This process should determine if the existing control structure and procedures are adequate, to mitigate risk, minimize ineffectiveness and deter opportunities that could lead to the misappropriation of assets.
3. The assessment should provide the EDC Board with information as to whether the EDC's policies and operating practices were understood and were executed properly, and whether they are adequate to protect the organization from waste, abuse, misconduct, or inefficiency.
4. This assessment shall be completed through a combination of inquiry and observation, a review of documents and records and by replicating transactions to test the sufficiency of the control system.

**E. Take Corrective Action:**

1. When a weakness is identified, a corrective action plan should be developed, adopted by the EDC Board and then monitored by the EDC Board to ensure that the weakness is addressed.

**4. INTERNAL CONTROL CERTIFICATION:**

**A. Section 2800(2) (a) (8) of the Public Authorities Law:**

1. To satisfy the requirement of Section 2800(2) (a) (8) of Public Authorities Law, the EDC shall incorporate, either within its annual report or as a separate document, a statement explaining that the authority has conducted a formal, documented process to assess the effectiveness of its internal control structure and procedures, and indicate whether or not the internal controls are adequate.
2. This statement should eventually be posted to the EDC's website.
3. The statement shall state the following or equivalent:

*The EDC Board of Directors will document and assess the EDC Warren County Internal Financial Control System for EDC's calendar year ending December 31, of each year and shall undertake determination as part of annual reporting requirements to NYS Authority Budget Office as to adequacy of the Corporation's internal controls- (i.e. adequate. No deficiencies or note deficiencies/with recommendations for corrective action.*

4. The EDC shall retain documentation to support the assessment of its internal controls.
5. If the EDC finds any deficiencies with the internal controls over its functions or operations, additional documentation should be maintained to demonstrate that the EDC has adopted corrective action plans to address these weaknesses.

6. This documentation should be made available upon request to the EDC's independent auditor or to ABO compliance review staff.

**B. Public Authorities Reporting Information System (PARIS):**

1. As part of the PARIS Annual Report tab, the EDC will be required to indicate whether or not it has prepared this assessment and will provide the URL link to the statement, if available.

Adopted March 20, 2020

## **13, Material Changes/Operatlons & Programs**

## **Listing of any material changes in operations and programs during 2019**

**EDC did not experience any major changes or shifts in operations and programs during 2019.**

**In the fall 2019, EDC's CFO accepted a new position with an area school district as director of finance. An interim financial individual is currently in this position. A revised job description for this position is being addressed by the EDC Board**

## 14 Four Year Financial Plan

**Budget Report for Economic Development Corporation - Warren County**  
 Fiscal Year Ending: 10/31/2020

Budget & Forecast Plan

Budgetary Resources, Expenditures, And Changes In Current Net Assets

Run Date: 10/16/2019  
 Status: CERTIFIED  
 Certified Date: 04/16/2019

GENERAL & FUND-SPECIFIC SOURCES	Last Year (Actual) 2018	Current Year (Revised) 2019	Next Year (Adopted) 2020	Proposed 2021	Proposed 2022	Proposed 2023
<b>Operating Resources:</b>						
<b>Charge For Services</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Grants &amp; Financing Income</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Other Operating Revenues</b>	\$744,404.00	\$653,300.00	\$648,175.00	\$648,175.00	\$653,175.00	\$653,175.00
<b>Investment Earnings</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>State Subsidies / Grants</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Federal Subsidies / Grants</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Local Subsidies / Grants</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Public Authority Subsidies</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Other Non-Operating Revenues</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Proceeds From The Issuance Of Debt</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Revenues &amp; Financing Sources:</b>	\$744,404.00	\$653,300.00	\$648,175.00	\$648,175.00	\$653,175.00	\$653,175.00
<b>EXPENDITURES</b>						
<b>Operating Expenditures</b>						
<b>Salaries And Wages</b>	\$348,748.00	\$382,488.00	\$401,287.00	\$476,138.00	\$489,280.00	\$504,072.00
<b>Other Employee Benefits</b>	\$41,876.00	\$54,765.00	\$71,298.00	\$76,642.00	\$79,250.00	\$83,288.00
<b>Professional Services (Contractors)</b>	\$188,728.00	\$189,488.00	\$189,588.00	\$120,600.00	\$85,000.00	\$85,000.00
<b>Supplies And Materials</b>	\$0.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
<b>Other Operating Expenditures</b>	\$79,250.00	\$104,188.00	\$122,887.00	\$101,885.00	\$81,885.00	\$71,885.00
<b>Payment Of Principal On Bonds And</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Transfer Arrangements</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Interest And Other Financing Charges</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Subsidies To Other Public Agencies</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Capital Asset Outlay</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Grants And Donations</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Other Non-Operating Expenditures</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Operating Expenditures</b>	\$618,672.00	\$626,941.00	\$689,062.00	\$777,663.00	\$778,415.00	\$799,250.00
<b>Capital Contributions</b>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Available Resources</b>	\$744,404.00	\$653,300.00	\$648,175.00	\$648,175.00	\$653,175.00	\$653,175.00
<b>Excess (or Deficiency) Of Resources And Capital Contributions Over Expenditures</b>	\$125,732.00	\$26,359.00	\$59,113.00	\$120,512.00	\$174,760.00	\$153,925.00

**Budget Report for Economic Development Corporation - Warren County**  
**Fiscal Year Ending: 12/31/2019**

**Run Date: 10/16/2019**  
**Status: CERTIFIED**  
**Certified Date: 10/16/2019**

The authority's budget, as presented to the Board of Directors, is posted on the following website: [www.parisnc.org](http://www.parisnc.org)  
**Additional Comments:**



**EDC Warren County  
Budget & Financial Plan 2020-2023**

	Last Year (Actual) 2018	Current Year (Estimated) 2019	Next Year Approved 2020	Proposed 2021	Proposed 2022	Proposed 2023
<b>Revenue &amp; Financial Sources</b>						
Other Operating Revenues	744,404	633,336	649,175	649,175	699,175	699,175
<b>Total Revenues &amp; Financial Sources</b>	<b>744,404</b>	<b>633,336</b>	<b>649,175</b>	<b>649,175</b>	<b>699,175</b>	<b>699,175</b>
<b>Expenditures</b>						
<b>Operating Expenditures</b>						
Salaries and wages	343,749	332,456	461,297	475,136	489,390	504,072
Other Employee Benefits	41,876	34,763	71,945	75,542	79,319	83,285
Professional Services Contracts	166,730	119,498	159,938	120,000	95,000	85,000
Supplies and Materials	6,351	5,000	5,000	5,000	5,000	5,000
Depreciation & Amortization	2,024	1,900	12,169	11,935	11,935	11,935
Other Operating Expenditures	74,270	102,293	110,488	90,000	70,000	60,000
<b>Total Expenditures</b>	<b>635,000</b>	<b>595,910</b>	<b>820,837</b>	<b>777,613</b>	<b>750,645</b>	<b>749,292</b>
<b>Excess (Deficiency) of Revenues over Expenditures</b>	<b>109,404</b>	<b>37,426</b>	<b>(171,662)</b>	<b>(128,438)</b>	<b>(51,470)</b>	<b>(50,117)</b>

## 2020 Budget

	18 Actual	19 Budget	19 YE Projection	20 Requested
<b>Income</b>				
<b>Total Contract Services</b>	586,750	528,000	513,000	513,000
<b>Total EDC Events</b>	22,484	26,425	25,950	29,025
<b>Total Grant</b>	60,000	25,000	-	-
<b>In-kind Services</b>	8,273	-	-	-
<b>Interest Income</b>	1,010	1,500	800	1,000
<b>Total Member Contribution</b>	95,710	98,500	93,360	105,150
<b>Miscellaneous</b>	2,188	-	126	-
<b>Total Income Expense</b>	<u>744,404</u>	<u>678,425</u>	<u>633,336</u>	<u>649,175</u>
<b>Total Board &amp; Organizational Develop.</b>	51,700	97,900	60,610	82,500
<b>Depreciation</b>	2,024	7,191	1,900	12,169
<b>Total Overhead</b>	46,292	68,788	58,188	65,888
<b>Total Personnel</b>	<u>391,489</u>	<u>429,895</u>	<u>372,816</u>	<u>540,890</u>
<b>Total Program Expenses</b>	143,485	148,362	101,368	109,800
<b>Total Expense</b>	<u>635,000</u>	<u>762,926</u>	<u>585,910</u>	<u>820,837</u>
	<u>108,404</u>	<u>(74,561)</u>	<u>37,428</u>	<u>(171,882)</u>

**2019 EDC INVESTMENTS**

**As of December 31, 2019 EDC, had no investments**

## **2019 EDC INVESTMENTS**

**EDC does not have any outstanding debt including conduit debt at any point during the reporting period.**

## 15. Board Performance Evaluation

**16 Assets purchased or sold**

**17. Any material litigation**

**Material Litigation**

There is no material pending litigation in which EDC Warren County is involved as a party during the year 2019



**2 (b) Mission, current activities, most recent financial reports, and current year budget, and recent independent audit report is listed on these two websites websites:**

**[www.abo.ny.gov](http://www.abo.ny.gov)**

**[www.edcwc.org](http://www.edcwc.org)**

**3. Financial report was approved by the EDC Warren County Board  
March 20, 2020 and certified by the CEO and Treasurer of EDC Warren  
County**

**CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER  
AND THE TREASURER  
OF ECONOMIC DEVELOPMENT CORPORATION**

The undersigned Chief Executive Officer and Treasurer of the Economic Development Corporation, a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Economic Development Corporation (the "Corporation"), dated as of March 11, 2020 (the "Annual Report"), is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Chief Financial Officer have executed this Certificate as of this 20 day of March, 2020



Name:

Title: Chief Executive Officer



Name:

Title: Treasurer

# EXHIBITS

# Medical Device Cluster In Warren County



**BD**



**MDI**

**MOLDED • DEVICES • INC**



**Sterigenics**

A Sotera Health company



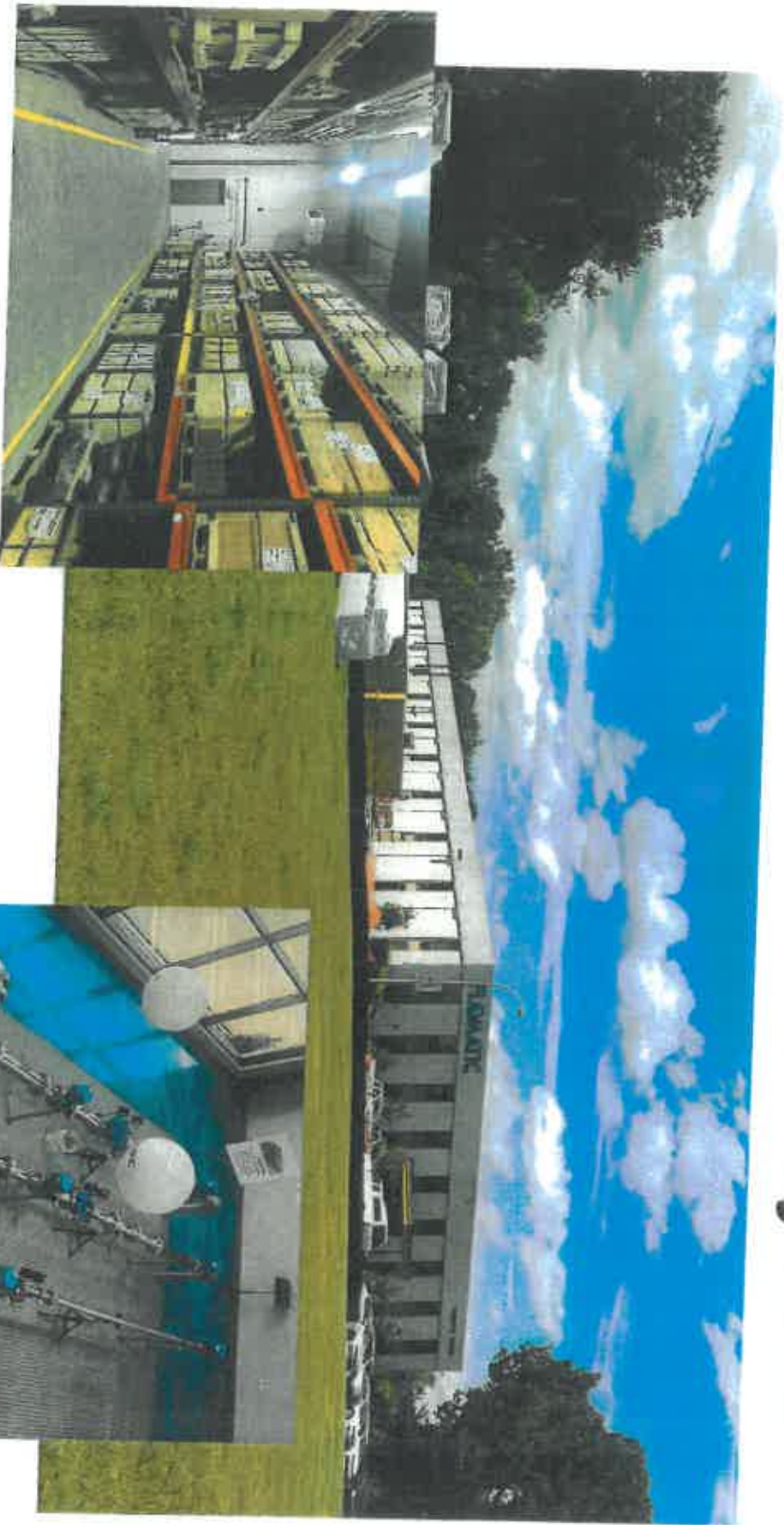
**PRAXIS**  
TECHNOLOGY

# EDC Attends Flomatic Expansion – Pruyn’s Island Glens Falls June 21st



**EDC Plan #: 3.1 Sites & Building  
Inventory; 2.4 NYS & Federal Funding**

# Flomatic Expansion Project at Pruyn's Island Glens Falls Touted by ESD



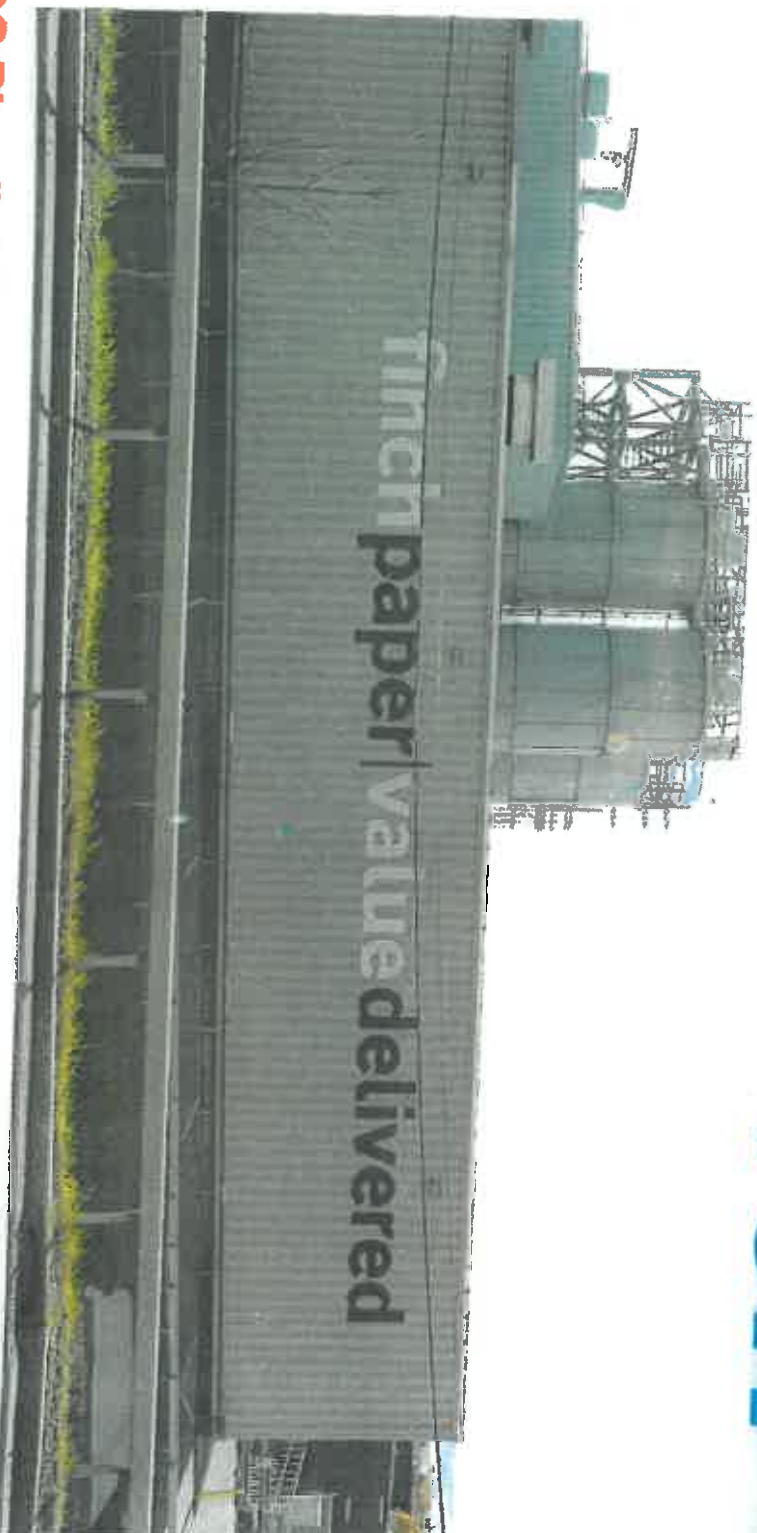
**EDC Plan #: 2.7 Workforce Dev; 2.10  
Manufacturing Sector Support**

# French Paper Company Joining Finch Paper Holdings



FRENCH PAPER Co.

**finch**



**EDC Plan #: 2.7 Workforce Dev; 2.10  
Manufacturing Sector Support**



# **EDC North Country Affordable Housing Next Steps: 1. Develop MOU with WC Planning and 2. Seek Funding**



**EDC Plan #: 2.7 Workforce  
Development & 1.4 Quality of Life**

# **EDC Coordinated Visit April 16<sup>th</sup> to Lake George with Senator Schumer to Update Wasterwater Treatment Funding**



**EDC Plan #: 1.4 Quality of Life & 2.4  
NYS & Fed Funding**

**EDC Thanks Gov. Cuomo for \$9.4 Million in  
Additional Funding to Replace LG Sewer Plant  
— Total NYS \$14.9 Million of \$24M Project**

**Ed,**  
*Just a quick but sincere thank you for  
all the ongoing regional support for  
our environment. Your help to obtain  
the LG sewer system plant funding  
was critical. Stay well! - John  
Dr. John E. Kelly III*



**New York State Legislature**  
**Edward Bartholomew**  
President  
Warren County Economic Development Corporation

**EDC Plan #: 1.4 Quality of Life & 2.4  
NYS & Fed Funding**

# **Thank You Note from Fund for Lake George Chairman Jeff Killeen to EDC**

**Ed -**

***My great thanks to you personally, and EDC collectively, for your leadership in helping to achieve the \$9.4MM for the new LGV wastewater treatment plant!***

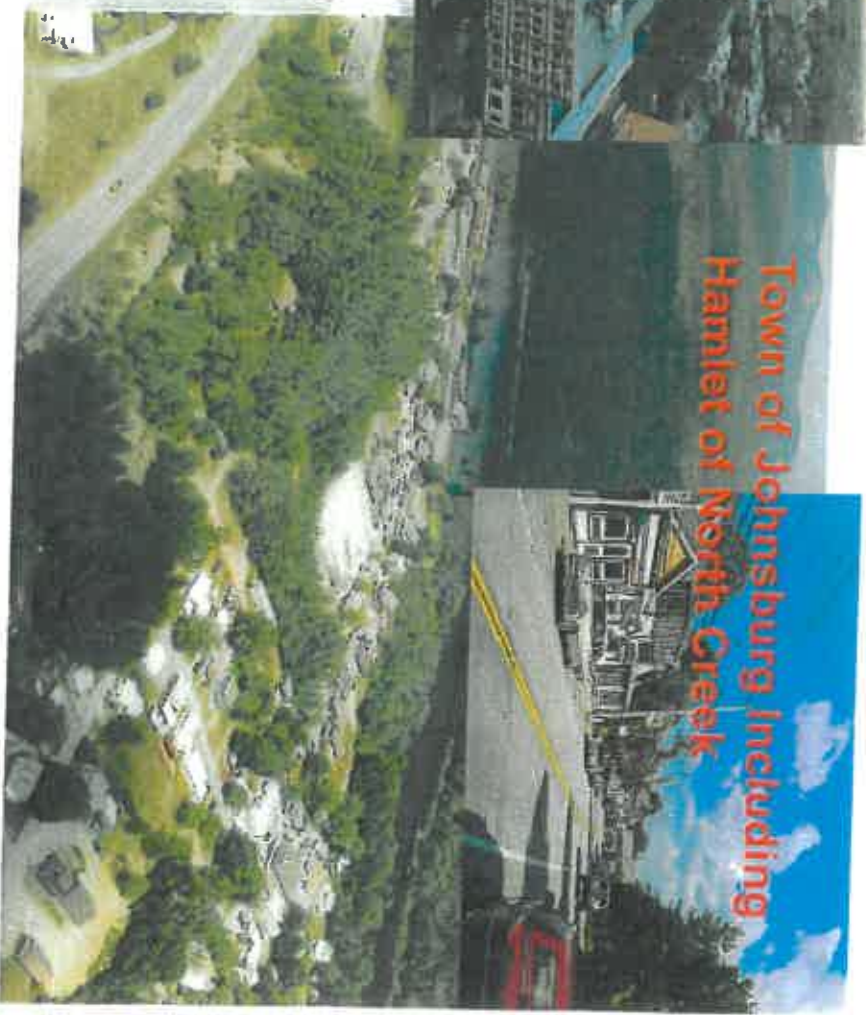
***I also want to thank you for your participation in our FUNND Council of Business Advisors, and for the recognition in your e-newsletter to EDC membership of Eric, Chris, John Kelly, The FUNND and the Jefferson Project as catalyst's for not only funding for the new treatment plant, but for also providing a master science-to-solutions model for the enduring protection of Lake George, and thus the economy of Warren County.***

***My great thanks - Jeff***

***Jeffrey M. Killeen***

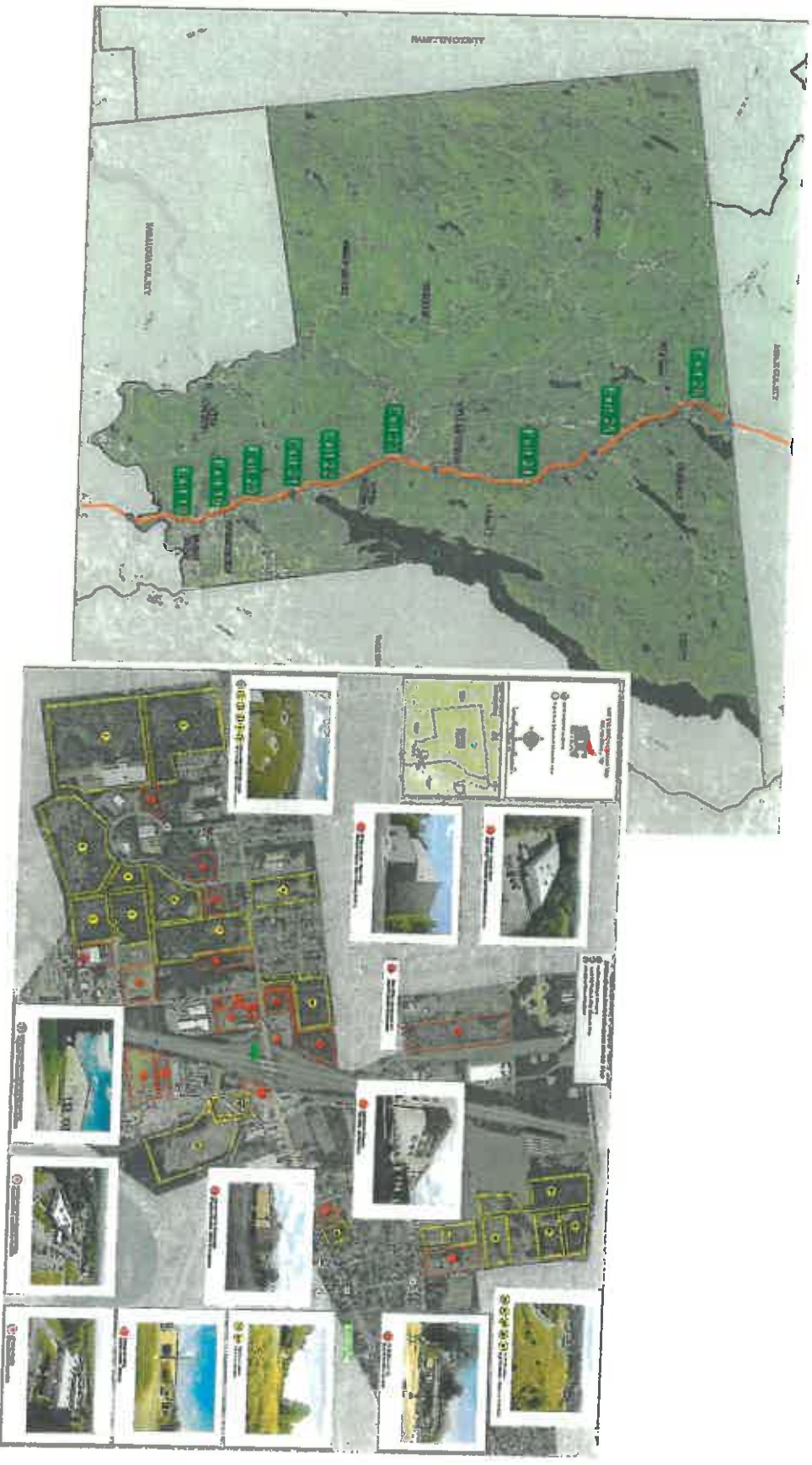
***Chairman - The FUNND for Lake George***

# Two Approved Federal Opportunity Zones in Warren County



**EDC Plan #: 1.1 Marketing & Attraction and 2.4 NYS & Fed Funding**

# EDC Northway Exits Site ID Project Now Focused on Chester, Horicon



**EDC Plan #: 1.1 Marketing/Attraction  
and 3.1 Building & Sites Inventory**

# Queensbury Business Park Total 9 Lots -- 41 Acres Available



**EDC Plan #: 3.1 Sites & Building  
Inventory; 2.4 NYS & Federal Funding**

# Adirondack Shindig with Tours of Restored Union Church August 10<sup>th</sup>



**EDC Plan #: 1.4 Quality of Life & 2.11 Tourism Development**



# EDC Announces Annual Luncheon Event and Program for May 30<sup>th</sup>



**RESERVE NOW!**

## 2019 ANNUAL LUNCHEON

**TOURISM'S ECONOMIC IMPACT ON  
WARREN COUNTY & UPSTATE NEW YORK**

**THURSDAY, MAY 30, 2019**

**KEYNOTE SPEAKER**

Registration & Networking:  
11:30 a.m.-12 p.m.  
Luncheon & Program:  
12-1:30 p.m.  
Great Escape Lodge  
88 Six Flags Dr., Queensbury NY



**Rose D. Levi**  
Executive Director of Tourism  
Empire State Development

**ADVANCE RESERVATIONS REQUIRED**

**EDC Plan #: 1.8 Special Events**

Purchase tickets at [www.edcwc.org](http://www.edcwc.org)  
or call 518.701.8007

**EDC Members/Event Sponsors**  
\$55 or \$500 for 10 tickets

**General public:**  
\$75 or \$950 for 10 tickets



**HEMANS**



**Rebecca Wood**  
President  
Six Flags Great Escape Resort

### **SPONSOR OPPORTUNITIES**

Support EDC and reach over 250 local and regional business and community leaders.

Email Jennifer Switzer at  
[jswitzer@edcwc.org](mailto:jswitzer@edcwc.org)  
or call 518.701.8007

**EDC Warren County • 518.701.8007 • [www.edcwc.org](http://www.edcwc.org)**

**Ed Burdick**, President & CEO      **Mark Fisher**, Chair

# EDC Participated as Panelist at 200 Bicentennial Canal Corp. Workforce Forum at SUNY Adirondack



**EDC Plan #: 2.7 Workforce Dev; 2.10  
Manufacturing Sector Support**

*EDC*

# EDC Welcomes Lt. Gov Hochul to Warren County



You're invited to a special presentation featuring  
Lt. Governor Kathy Hochul



**When: Tuesday, March 19, 2019 at 10:00am**

**Doors Open at 9:45am**

**Where: Crandall Public Library, 251 Glen Street, Glens Falls, NY 12801**

**Topic: Tax Fairness for the Middle Class Campaign**

**RSVP: via email to [Jeff.Quain@exec.ny.gov](mailto:Jeff.Quain@exec.ny.gov)**

# Gov. Cuomo's State of the State Address January - Congrats to Retiring Sen. Little



**EDC Plan #: 1.8 Special Events**

**ECONOMIC DEVELOPMENT CORPORATION  
FINANCIAL REPORT  
DECEMBER 31, 2019**

# ECONOMIC DEVELOPMENT CORPORATION

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## Independent Auditor's Report

To the Board of Directors  
Economic Development Corporation

### Report on the Financial Statements

We have audited the accompanying financial statements of Economic Development Corporation (a nonprofit organization), which comprise the statements of financial position as of December 31, 2019 and 2018, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Economic Development Corporation as of December 31, 2019 and 2018, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

***Other Reporting Required by Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated March 11, 2020 on our consideration of Economic Development Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Economic Development Corporation's internal control over financial reporting and compliance.

*Marotz and Company, P.C.*

Queensbury, NY  
March 11, 2020



**ECONOMIC DEVELOPMENT CORPORATION  
STATEMENTS OF FINANCIAL POSITION  
DECEMBER 31, 2019 AND 2018**

**ASSETS**

	<u>2019</u>	<u>2018</u>
<b>Current Assets</b>		
Cash and cash equivalents	\$ 1,081,932	\$ 934,789
Accounts receivable, net	51,948	188,444
Prepaid expenses	5,504	5,504
<b>Total Current Assets</b>	<b>1,139,384</b>	<b>1,128,737</b>
<b>Property and Equipment</b>		
Land and land development	130,437	271,488
Furniture and equipment	59,482	64,543
Software and website design	59,909	28,500
<b>Total</b>	<b>249,828</b>	<b>364,539</b>
Less accumulated depreciation and amortization	62,816	73,861
<b>Net Property and Equipment</b>	<b>187,012</b>	<b>290,678</b>
<b>Other Assets</b>		
Land held for sale	50,000	-
Security deposits	1,807	1,807
<b>Total Other Assets</b>	<b>51,807</b>	<b>1,807</b>
 <b>TOTAL ASSETS</b>	 <b>\$ 1,378,203</b>	 <b>\$ 1,421,222</b>

**LIABILITIES AND NET ASSETS**

<b>Current Liabilities</b>		
Accounts payable	\$ 12,419	\$ 61,696
Accrued expenses	5,183	1,537
Deferred revenue	-	400
<b>Total Current Liabilities</b>	<b>17,602</b>	<b>63,633</b>
<b>Net Assets</b>		
Without donor restrictions:		
Undesignated	820,732	818,528
Board designated	539,869	539,061
<b>Total Net Assets</b>	<b>1,360,601</b>	<b>1,357,589</b>
 <b>TOTAL LIABILITIES AND NET ASSETS</b>	 <b>\$ 1,378,203</b>	 <b>\$ 1,421,222</b>

See accompanying notes to financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
STATEMENTS OF ACTIVITIES  
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**

	<u>2019</u>	<u>2018</u>
<b>Changes in net assets without donor restrictions:</b>		
<b>Revenues and gains</b>		
Contract services	\$ 511,750	\$ 566,750
Contributions - investors	79,200	82,420
In-kind contributions	12,836	19,562
Annual meeting and other events	25,765	22,494
Interest income	982	1,010
Grants	-	50,000
Other income	647	2,168
Total revenues and gains without donor restrictions	<u>631,180</u>	<u>744,404</u>
<b>Expenses</b>		
Economic Development	365,938	451,325
General and Administrative Expenses	171,171	183,675
Total Expenses	<u>537,109</u>	<u>635,000</u>
Loss on Impairment	91,059	-
Increase in net assets without donor restrictions	<u>3,012</u>	<u>109,404</u>
Net Assets, Beginning of Year	<u>1,357,589</u>	<u>1,248,185</u>
<b>Net Assets, End of Year</b>	<u>\$ 1,360,601</u>	<u>\$ 1,357,589</u>

See accompanying notes to financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
STATEMENTS OF FUNCTIONAL EXPENSES  
FOR THE YEAR ENDED DECEMBER 31, 2019**

<b>Functional Expenses</b>	<b><u>Economic Development</u></b>	<b><u>General and Administrative</u></b>	<b><u>Total</u></b>
Advertising, marketing and promotion	\$ 17,997	\$ 3,900	\$ 21,897
Depreciation and amortization	1,857	1,717	3,574
Dues - subscriptions	2,103	1,942	4,045
Development projects / studies	4,485	-	4,485
EDC events	30,505	-	30,505
Equipment lease and maintenance	1,765	1,628	3,393
Small equipment	5,115	4,721	9,836
Insurance	1,274	5,183	6,457
IT and telephone	12,074	11,145	23,219
Office expenses	4,038	3,727	7,765
Professional services	-	29,819	29,819
Real estate taxes and property maintenance	11,244	-	11,244
Rent	11,277	10,410	21,687
Salaries and wages	220,502	81,556	302,058
Pension expense	17,149	6,343	23,492
Employee benefits	6,338	2,343	8,681
Payroll taxes	18,215	6,737	24,952
<b>Total expenses</b>	<b><u>\$ 365,938</u></b>	<b><u>\$ 171,171</u></b>	<b><u>\$ 537,109</u></b>

See accompanying notes to financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
STATEMENTS OF FUNCTIONAL EXPENSES  
FOR THE YEAR ENDED DECEMBER 31, 2018**

<b>Functional Expenses</b>	<b><u>Economic Development</u></b>	<b><u>General and Administrative</u></b>	<b><u>Total</u></b>
Advertising, marketing and promotion	\$ 12,545	\$ 5,061	\$ 17,606
Depreciation and amortization	1,051	973	2,024
Dues - subscriptions	3,417	3,154	6,571
Development projects / studies	106,673	-	106,673
EDC events	24,600	-	24,600
Equipment lease and maintenance	6,652	6,139	12,791
Small equipment	387	358	745
Insurance	1,221	5,261	6,482
IT and telephone	4,602	4,248	8,850
Office expenses	3,303	3,048	6,351
Professional services	1,104	25,480	26,584
Real estate taxes and property maintenance	8,411	-	8,411
Rent	11,277	10,410	21,687
Salaries and wages	217,947	97,918	315,865
Pension expense	18,426	8,278	26,704
Employee benefits	10,469	4,703	15,172
Payroll taxes	19,240	8,644	27,884
<b>Total expenses</b>	<b><u>\$ 451,325</u></b>	<b><u>\$ 183,675</u></b>	<b><u>\$ 635,000</u></b>

See accompanying notes to financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**

	<u>2019</u>	<u>2018</u>
<b>Cash Flows From Operating Activities</b>		
Change in net assets from operating activities	\$ 3,012	\$ 109,404
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	3,574	2,024
Loss on impairment	91,059	-
(Increase) decrease in assets:		
Accounts receivable		
Prepaid expenses	136,496	(72,624)
Increase (decrease) in liabilities:		
Accounts payable	(49,277)	48,687
Accrued expenses	3,646	1,537
Deferred revenue	(400)	400
<b>Net Cash Provided by Operating Activities</b>	<u>188,110</u>	<u>90,849</u>
<b>Cash Flows From Investing Activities</b>		
Purchase of property and equipment	<u>(40,967)</u>	<u>(10,285)</u>
<b>Net Increase In Cash and Cash Equivalents</b>	147,143	80,564
Cash and Cash Equivalents, Beginning of Year	<u>934,789</u>	<u>854,225</u>
<b>Cash and Cash Equivalents, End of Year</b>	<u>\$ 1,081,932</u>	<u>\$ 934,789</u>

See accompanying notes to financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**1. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES**

***Nature of Activities***

The Economic Development Corporation (EDC) was incorporated under the Not-For-Profit Corporation Law in New York State in November 1992. In May 2006, the Organization's name was changed from Warren County Economic Development Corporation to Economic Development Corporation (EDC). EDC was formed to plan and promote, and if necessary, to coordinate and execute programs in the Warren County region of New York aimed at improving the quality of life of its residents by enhancing and diversifying the economy of the region by attracting new industry and/or by encouraging the development of, or retention of, such businesses within the Warren County region.

***The Regional Counties Economic Development Loan Fund***

During 2017, the Regional Counties Economic Development Loan Fund (the Fund) began operations under a collaborative agreement between EDC and Lake Champlain Lake George Regional Planning Board (LCLGRP). The revolving loan fund of up to \$500,000 will provide loans ranging from \$15,000 to \$225,000 for small to mid-sized businesses within the geographic region which includes Warren, Washington, Franklin, Essex and Clinton Counties. EDC and LCLGRP will each facilitate loans depending on the geographic area the potential borrower operates in as well as the nature of the loan.

Financial resources for the Fund will come from a grant of up to \$250,000 from Empire State Development (ESD). The grant from ESD requires matching funds of up to \$250,000, which will be provided by a group of four (4) participating banks (Banks), each providing loans representing 25% of the required match. The loans from the Banks will be issued to EDC. Financing provided by ESD grants will not have to be repaid. However, as payments are received, EDC will be required to re-loan repayments attributable to ESD grant to new borrowers. As payments are received from borrowers, EDC will be required to make semi-annual payments to the Banks of principal and interest at the WSJ rate per annum. NY Business Development Corporation (NYBDC) will be retained to provide certain administration and portfolio services which will include underwriting, application and loan payment processing. Applications will be reviewed and approved, or denied, by a Loan Review Committee consisting of representatives from EDC, LCLGRP and the Banks.

EDC and LCLGRP will be required to participate in a loan loss reserve fund in an amount sufficient to cover one year's principal and interest payments.

For the years ended December 31, 2019 and 2018, no loan applications have been received and there are no loans outstanding.

***Basis of Accounting***

EDC prepares its financial statements on the accrual basis of accounting whereby revenues are recognized when earned and expenditures are recognized when incurred.

***Reclassifications***

Certain accounts in the prior-year financial statements have been reclassified to conform with the presentation in the current-year financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**1. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The financial statements of EDC are presented in accordance with ASU 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements for Not-for-Profit Entities*.

Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of EDC and changes therein are classified and reported as follows:

Without donor restrictions – Net assets that are not subject to donor-imposed stipulations.

With donor restrictions – Net assets subject to donor-imposed stipulations that may or will be met either by the actions of EDC and/or the passage of time and net assets subject to donor-imposed stipulations that they be maintained permanently by EDC.

At December 31, 2019 and 2018, EDC had no net assets with donor restrictions.

***Change in Accounting Principle – Revenue Recognition***

In May 2014, the Financial Accounting Standards Board issued ASU 2014-19, *Revenue from Contracts with Customers (Topic 606)*. This guidance provides a single comprehensive model for accounting for revenue from contracts with customers. EDC adopted the standard, which is retrospective to all periods presented.

EDC's contract service revenue is generated from contracts with various municipalities. EDC's revenue contains performance obligations and revenue is recognized annually at a single point in time when the performance obligations are performed. EDC's management has analyzed the provisions of Topic 606 and have concluded that no changes in the timing of revenue recognition are necessary to conform with the new accounting standard.

EDC's performance obligation relating to the municipal service contracts relates to contracts all with durations of one year or less. As a result, the Company is not required to separately disclose aggregate amounts of unsatisfied (or partially satisfied) performance obligations as of the end of the year.

The most significant revenue derived from these service contracts is with Warren County through which EDC receives reimbursement of its operating expenses, not to exceed the contract amount. During the years ended December 31, 2019 and 2018, respectively, approximately 59% and 62% of EDC's contract services revenue were derived from the service contract with Warren County.

***Revenue and Support Without and With Donor Restrictions***

Contributions received are recorded as without donor restrictions or with donor restrictions depending on the existence and nature of any donor restrictions. Support that is restricted by the donor is reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in net assets with donor restrictions.

**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**1. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES**

***Property and Equipment***

Property and equipment are recorded at cost. For financial statement purposes, depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets involved.

Estimated useful lives of related assets are as follows:

	<u>Years</u>
Furniture and equipment	3 - 6
Software and website design	4

Expenditures for major renewals and betterments that extend the useful lives of property and equipment at a cost of \$2,500 or greater with a minimum useful life of 12 months or more are capitalized. Expenditures for maintenance and repairs or purchases of equipment with a cost of \$2,500 less or with a useful life of less than 12 months are charged to the appropriate expense as incurred.

For the years ended December 31, 2019 and 2018, depreciation and amortization expense was \$3,574 and \$2,024, respectively.

***Land and Land Development Costs***

Land and land development costs represent land and improvements held by EDC to further its mission of developing industrial parks and other real estate to attract new business and industry to Warren County. Land and land development costs are stated at cost.

***Accounts Receivable and Allowance for Uncollectible Accounts***

Accounts receivable are recorded net of an allowance for uncollectible accounts. The allowance is estimated based on management's estimates. The determination of accounts receivable that will be charged off is made by management and is evaluated on a case-by-case basis. Accounts receivable net of the allowance for uncollectible accounts consisted of the following for the years ended December 31, 2019 and 2018:

	<u>2019</u>	<u>2018</u>
Receivable from local governments	\$ 40,150	\$ 123,400
Other receivables	27,798	81,044
	67,948	204,444
Less: Allowance for uncollectible accounts	16,000	16,000
Total	\$ 51,948	\$ 188,444

For the years ended December 31, 2019 and 2018, bad debt expense was \$-0-.



**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**1. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES**

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Income Taxes***

EDC is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been provided for in these financial statements. In addition, EDC qualifies for the charitable contribution deduction under Section 170(B)(1)(a)(6) and has been classified as an organization that is not a private foundation under Section 509(a).

The tax status of tax-exempt entities is an uncertain tax position, since events could potentially occur that jeopardize tax-exempt status. EDC believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on EDC's financial condition, results of operations or cash flows. Accordingly, EDC has not recorded any liabilities, or related accruals for interest and penalties for uncertain income tax positions at December 31, 2019.

***Advertising, Marketing and Promotion***

EDC expenses advertising, marketing and promotion costs as they are incurred. These costs for the years ended December 31, 2019 and 2018 were \$21,897 and \$17,606, respectively.

***Cash Equivalents***

For purposes of the statement of cash flows, EDC considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

***Future Accounting Standards***

In February 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-02, *Leases (Topic 842)*, which was effective for fiscal years beginning after December 15, 2019. Subsequently, in November 2019 FASB issued ASU 2019-10 extending the effective date to fiscal years beginning after December 15, 2020. The standard requires a change in the way EDC will account for its leases, eliminating operating leases and requiring lease obligations to be recorded as a liability on the balance sheet with a corresponding right to use asset. EDC's management is currently evaluating the impact of this standard on their financial statements.

**2. CONCENTRATION OF CREDIT RISK**

EDC maintains its cash balances with a single financial institution in Glens Falls, New York. The accounts at this institution are insured by the Federal Deposit Insurance Corporation (FDIC). EDC maintains deposits in excess of federally insured limits. The risk is managed by maintaining all deposits in a high quality financial institution.

**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**3. OPERATING LEASES**

EDC entered into a five year lease for the use of office space for the amount of \$1,807 per month. Payments made during 2019 and 2018 totaled \$21,667, respectively.

EDC has entered into a non-cancellable operating leases for office equipment expiring at various times through 2023. Total equipment lease and related maintenance expense for these leases for the years ended December 31, 2019 and 2018 was \$3,393 and \$12,791, respectively.

The following is a schedule of future minimum rental payments under these leases for the years ending December 31:

	2020	
	2021	\$ 24,332
	2022	24,332
	2023	16,748
		40

**4. RETIREMENT PLAN**

EDC has a retirement plan in the form of a simplified employee pension (SEP) plan, to which EDC is required to make annual contributions on behalf of eligible employees. For the years ended December 31, 2019 and 2018, EDC made a contribution for eligible employees in the amount of \$23,492 and \$26,704, respectively.

**5. CONTRIBUTED SERVICES**

EDC records various types of in-kind contributions. Contributed services are recognized at fair value if the services received (a) create or enhance long-lived assets or (b) require specialized skills, (c) are provided by individuals possessing those skills, and (d) would typically need to be purchased if not provided by donation.

The following contributed services have been reflected in the financial statements:

	<u>2019</u>	<u>2018</u>
In-Kind Donation		
Engineering/Consultant	\$ 3,836	\$ 6,272
Marketing and promotional service	2,120	6,410
Computer services	4,000	4,000
Janitorial services donated by a related party	2,880	2,880
Total	<u>\$ 12,836</u>	<u>\$ 19,562</u>

**6. CONTINGENCIES**

EDC's contracts for services are subject to audit by the funding sources at their discretion. Such audits could result in claims against EDC for disallowed costs. EDC's management believes such claims, if any, which may arise, would be immaterial. As such, no provision for potential claims has been made in the financial statements.

**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**7. OPTION AGREEMENT**

EDC has an option agreement with Warren County for the purchase of four identified separate lots located in Warren County at a price of \$1,600 per acre plus an option price of \$36 per acre. The option agreement expires on May 15, 2021.

**8. FUNCTIONAL EXPENSES**

Directly identifiable expenditures are charged to EDC's program for economic development or general and administrative services which includes costs associated with compliance and reporting under New York State's Public Authorities Accountability Act. Expenses related to program support general and administrative including depreciation, dues, IT and telephone, equipment lease and maintenance, office expenses, rent, payroll and benefits are allocated based on roles and responsibilities of various staff members.

**9. BOARD DESIGNATED NET ASSETS**

EDC's Board of Directors designated certain net assets be set aside for specific purposes. At December 31, 2019 and 2018 these designated funds had balances as follows:

	<u>2019</u>	<u>2018</u>
Operating Reserve	\$ 241,473	\$ 241,554
Property Carrying Costs	110,660	110,326
Queensbury Project Fund	137,433	137,025
Regional Loan Fund	50,303	50,156
Total Designated Cash and Cash Equivalents	<u>\$ 539,869</u>	<u>\$ 539,061</u>

The designated funds were established for the following purposes:

Operating Reserve was established to cover cash-flow shortfalls that may arise due to reliance on a majority of EDC's funding through local municipalities.

Property Carrying Costs was established to cover the carrying costs of real property.

Queensbury Project Fund was established to cover projects specific to the Town of Queensbury outside of the scope of the annual service contract.

Regional Loan Fund was established to cover EDC's portion of a loan loss reserve for the regional loan fund.

**10. AVAILABLE RESOURCES AND LIQUIDITY**

The EDC regularly monitors liquidity required to meet its operating needs and other contractual commitments, while also striving to maximize its available funds. For purposes of analyzing resources available to meet general expenditures over the a 12-month period, EDC considers all expenditures related to its ongoing activities of economic development as well as the conduct of services undertaken to support those activities to be expenditures.

**ECONOMIC DEVELOPMENT CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2019 AND 2018**

**10. AVAILABLE RESOURCES AND LIQUIDITY**

In addition to financial assets available to meet general expenditures over the next 12 months, EDC operates with a budget and anticipates collecting sufficient revenue to cover general expenditures. Refer to the statement of cash flows which identifies the sources and uses of EDC's cash and shows positive cash generated by operations for the years ended December 31, 2019 and 2018.

EDC's governing board has designated funds for specific purposes. Those amounts are identified as board designated net assets in Note 9. In the event the need arises to utilize the board designated funds for liquidity purposes, the reserves could be drawn upon through board resolution.

At December 31, 2019 and 2018, the following tables show the total financial assets held by the EDC and the amount of those financial assets that could readily be made available within one year of the statement of financial position date to meet general expenditures.

Financial assets at years end:

	<u>2019</u>		<u>2018</u>
Cash and cash equivalents	\$ 1,081,932	\$	934,789
Accounts receivable, net	51,948		188,444
<b>Total financial assets at year-end</b>	<u>\$ 1,133,880</u>		<u>\$ 1,123,233</u>

Financial assets available to meet general expenditures over the next 12 months at the years ended:

	<u>2019</u>		<u>2018</u>
Cash and cash equivalents	\$ 1,081,932	\$	934,789
Accounts receivable, net	51,948		188,444
Less: Amounts set aside for board designations	(539,869)		(539,061)
<b>Total financial assets available at year-end</b>	<u>\$ 594,011</u>		<u>\$ 584,172</u>

**11. LAND HELD FOR SALE**

EDC passed a resolution in December 2019 to enter into a contract to sell certain land located at 139 Warren St. for the amount of \$50,000 which approximates the value based on recent appraisal. The parcel was originally acquired by Hudson River Local Development Corp. (HRLDC) in 2008 at a value of \$141,000 and was subsequently transferred to EDC when HRLDC was merged into EDC. As a result of the pending transaction of sale the EDC recognized an impairment loss of \$91,059, which is reported in the Statement of Activities for the year ended December 31, 2019.

**12. SUBSEQUENT EVENTS**

Management has evaluated events subsequent to the statement of financial position date of December 31, 2019 through March 11, 2020 which is the date these financial statements were available to be issued, and has determined that there are no subsequent events that require recording or disclosure.

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL  
OVER FINANCIAL REPORTING AND ON COMPLIANCE  
AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL  
STATEMENTS PERFORMED IN ACCORDANCE WITH  
GOVERNMENT AUDITING STANDARDS**

Board of Directors  
Economic Development Corporation

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Economic Development Corporation (a nonprofit organization) which comprise the statement of financial position as of December 31, 2019, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 11, 2020.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Economic Development Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Economic Development Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of Economic Development Corporation's internal control.

*A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.*

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Economic Development Corporation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*Marotz and Company, P.C.*

Queensbury, NY  
March 11, 2020