**Special Board Meeting - March 27, 2024**

Present: Pam Nolan, Lance Clark, Bobby Porter, Nancy Archer, Sandy Morhouse (video), Mark Wright (video), Peter Reale (video), Chris Mallon (video), and Scott Hearburg (phone)

Regrets: Pat Ida

Staff: Donna Wotton

!. The purpose of this part of the meeting was to consider affiliation with PRIDE. Discussion on the resolution below drafted and circulated by Sandy M. prior to the board meeting was opened for discussion.

RESOLVED, that the Board approves in concept a combination with PRIDE.

*in order to work more efficiently and effectively together and to organize the*

*tools and skill sets of the Alliance and PRIDE into a coordinated force for the*

*betterment bof the Town of Ticonderoga; and
RESOLVED, FURTHER, that Messrs. Morhouse and Wright be authorized to*

*enter into negotiations and discussions with their counterparts at PRIDE in*

*order to create a structure and an organization chart to accomplish such*

*combination, reporting about the status of their work to the Board on a regular*

*(at least monthly) basis; and
RESOLVED, FURTHER, that no such combination will be finalized without*

*another resolution of this Board authorizing the same; and
RESOLVED, FURTHER, that the aforesaid resolutions supersede all prior*

*resolutions and decisions by this Board in respect to the subject matter of such*

 *a proposed combination.*

Main discussion points:

* There was a previously agreed process for consideration of affiliation with PRIDE. Part of that agreed process was to review the Program Matrix, which was developed as a tool to consider program gaps and overlaps between PRIDE and the Alliance since overlaps were presented initially as the problem that a formal affiliation was to resolve.

**ACTION:** Nancy will circulate the matrices and her analysis for review by board members.

* An exploratory committee was formed, met once, and agreed to a follow-on meeting at which affiliation models presented by Nicole and Donna would be studied by the committee to inform design of the affiliation. Sandy M. proposes that the committee, which he helped form and chaired, be disbanded and instead, he forms a new smaller exploratory committee of members chosen by him.
* Sandy M. proposes a parallel process in which he, Nicole, Tom Schaffer, and Mark W. serve as a drafting committee to draft the affiliation agreement similar to the already circulated draft affiliation agreement, while a reconstituted exploratory committee conduct due diligence that may inform the process and provide that information to the drafting committee. The drafting committee would report back to the two organization’s boards at least monthly.
* Due Diligence items noted included review and analysis of the following, amongst others:
* Program overlaps and gaps.
* By-Laws and Articles of Incorporation.
* Relevant affiliation models.
* Mission statements, goals, strategies, and capabilities.
* Finances; and
* LDC status uses and possible limitations, etc.
* Some of the problems noted in the most recent draft affiliation document include:
* Two different mission statements, neither of which includes economic development.
* Focus on management and structural issues while silent on program.
* PRIDE keeps an ED while Ti-Alliance has an Operations Manager making the two organizations unequal.
* No discussion of control over organization finances; and,

Conflicts with current By-Laws.

 **ACTION:** Lance will circulate his review of the affiliation document to the board.

* Consideration of existing By-Laws to ensure compliance. Sandy said By-Laws could be changed to suit the affiliation.
* Consideration of what an “arms length” relationship of the Alliance with the Town, which is stipulated in the By-Laws, should mean in drafting of the affiliation agreement.

**Motion** to adopt the resolution was made by Mark Wright, seconded by Peter Reale. Roll call vote on the resolution:

Peter Reale, yes. Support a joint committee to inform the affiliation design.

Chris Malon, yes, provided we have the capability to stop the process.

Sandy Morhouse, yes

Mark Wright, yes

Bobby Porter, yes

Lance Clark, no. Supports affiliation, but broader participation in the design is needed.

Nancy Archer, no. Supports partnership but broader participation and commitment to due diligence are needed.

Resolution passed five to two. Pam Nolan had to leave before the vote. NOTE: ABO requires that votes be in person or via video. Therefore, Pat Ida and Scott Hearburg’s votes could not be counted. This is important to note for any future votes.

2. Donna noted two items of business:

A. A second Notice of Termination of Tenancy of Paddle Tennis was received.

B. The audit report was received. The only item of concern is the agreement with Ti-Golf, which the auditor’s report the ability of Ti-Alliance to receive any return on the investment is limited given the terms of the agreement, which would permit Ti-Golf to spend whatever profits they want to avoid payment to Ti-Alliance. They recommend either renegotiating the note or writing off the $2.5 million invested.