

**Jefferson County Local Development Corporation
Annual Board Meeting Minutes
December 2, 2021**

The Jefferson County Local Development Corporation held their annual board meeting on Thursday, December 2, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present:, Robert E. Aliasso, Jr., W. Edward Walldroff, Rob Aiken, Lisa L’Huillier, David Converse, William Johnson
Zoom: Kent Burto, Gregory Gardner, Paul Warneck

Excused: Christine Powers, John Jennings

Absent: None

Also Present: Liz Bush and Andrew Swords (Bowers & Co.)
Zoom: Justin Miller, Esq., Craig Fox (Watertown Daily Times), Karen D’Antonio (8:29 a.m.), Kevin McAuliffe (8:29 a.m.)

Staff Present: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:00 a.m.
- II. Pledge of Allegiance**
- III. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- IV. Minutes:** Minutes of the regular meeting held November 4, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Aiken, seconded by Mr. Johnson. All in favor. Carried.
- V. Audit Report for 2020-2021 – Bowers & Company:** Liz Bush presented an unmodified clean opinion and said that there is not a management letter. She said that there will be a new lease standard implementation next year, but said that she is waiting to hear back if it will affect the stub period audit. She noted that there were no items to report in the Internal Controls. A motion was made by Mr. Walldroff to approve the audit as presented, seconded by Mr. Converse. All in favor. Carried.

JCIDA Audit Presentation – Ms. Bush presented an unmodified clean opinion. She encouraged board members to read the Management Discussion and Analysis which provides useful information. She mentioned that there will be a new lease standard implementation next year and is waiting to hear back if it will affect the stub period audit.

A motion will be made in the JCIDA meeting following this meeting.

Ms. Bush and Mr. Swords left the meeting at 8:33 a.m.

- VI. Resolution No. 12.02.2021.02 to change from a fiscal year to a calendar year** – Chairman Aliasso read the resolution aloud. He said the Corporation will change to a calendar year beginning on January 1, 2022, and that the bylaws reflect the change. A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Aiken. All in favor. Carried.

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- VII. Annual Meeting Resolution No. 12.02.2021.01** (including acceptance of Audit and PARIS Reports, Ratification of Mission Statement, Property Disposition and Investment Policies, Election of Officers, and Appointment of Staff): Chairman Aliasso read the opening of the resolution. He mentioned sections of the resolution that pertained to board officers, committee members, etc. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Gardner. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Burto – Yea, Mr. Aiken – Yea, Mr. Gardner – Yea, Ms. Powers – Absent. Carried.
- VIII. Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending November 30, 2021. He said that LCO Destiny is one month behind. A motion was made by Mr. Warneck to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.
- IX. Committee Reports:** None.
- X. Council Reports:**
- a. **Ag** – No report.
 - b. **Manufacturing** – Mr. Zembiec said that we are working with Lewis County to organize a joint manufacturers forum. He said that the joint event is being planned for March or April of 2022.
 - c. **Marketing** – Mr. Weir said that he has been working on the CCIP rail spur, the annual report, IT changes/phone upgrades and childcare. Mr. Zembiec said that the childcare program is catching attention and noted that we were contacted by Clinton County inquiring about the program. Mr. Zembiec said that 9 participants in Jefferson County and 2 participants in Lewis County have finished the program and will provide 64 childcare slots. Mr. Weir said that childcare is a big issue everywhere.
- XI. Unfinished Business:** None.
- XII. Counsel:** None.
- XIII. New Business:**
- 1. **Proposed Budget for 1/1/22 – 12/31/22** – Chairman Aliasso said that the proposed budget covers the new calendar year. Mr. Zembiec noted that it includes an amount to hire a new employee as previously discussed. A motion was made by Mr. Converse to approve the proposed budget, seconded by Mr. Walldroff. All in favor. Carried.
- XIV. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Johnson, seconded by Mr. Aiken. All in favor. The meeting adjourned at 8:46 a.m.

Respectfully submitted,
Peggy Sampson

ANNUAL MEETING RESOLUTION

An annual meeting of the Jefferson County Local Development Corporation was convened on December 2, 2021 at 8:00 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.01

ANNUAL MEETING RESOLUTIONS OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION (THE "CORPORATION"), INCLUDING (i) ACCEPTANCE OF ANNUAL AUDIT; (ii) RE-ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK, (iii) ELECTION OF BOARD OFFICERS; (iii) APPOINTING BOARD COMMITTEE POSITIONS; (iv) APPOINTMENT OF CORPORATION STAFF; AND (v) RELATED MATTERS

WHEREAS, pursuant to the Public Authorities Accountability Act of 2005 ("PAAA"), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, and Chapter 506 of the Laws of 2009 enacting the Public Authority Reform Act of 2009 ("PARA"), the Corporation desires to undertake certain required annual policy reviews and readoption; and

WHEREAS, the Corporation further desires to review and approve the annual audit of the Corporation, along with certain other annual meeting matters.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Pursuant to PAAA and PARA, the Corporation has reviewed the Mission Statement and Performance Measures and the Corporation hereby determines that no changes are required to the Mission Statement and Performance Measures and that the same is hereby approved.

Section 2. Pursuant to PAAA and PARA, the Corporation has reviewed the Investment Policy and Disposition of Property Policy and the Corporation hereby determines that no changes are required and that the same is hereby approved.

Section 3. The Corporation has reviewed the Independent Auditor's Report for the fiscal year ended September 30, 2021, as prepared by Bowers and Company CPA's PLLC in the form presented at the meeting, and such audit is hereby approved.

Section 4. The Corporation hereby authorizes and approves the 20-21 Annual Report to be filed with (i) the New York State Authority Budget Office via the Public Authorities Reporting Information System, and (ii) the appropriate local officials.

Section 5. **Annual Officer Election**. Upon motion, second and board roll call vote, the following individuals are duly appointed to serve in the respective Officer Positions in accordance with the By-laws of the Corporation for the period January 1, 2022 through December 31, 2022:

Robert E. Aliasso, Jr., Chair
W. Edward Walldroff, Vice Chair
Paul Warneck, Treasurer
Kent Burto, Secretary

All Members of the Corporation shall participate in such required annual and 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 public authorities and to adhere to the highest standards of responsible governance. Further, each Member shall execute (i) a Certification of No Conflict of Interest (ii) an Acknowledgement of Fiduciary Duties and Responsibilities.

Section 6. **Audit and Finance Committee**. Pursuant to subdivision 4 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation, the following Members are nominated and confirmed to serve on the Audit and Finance Committee of the Corporation for the period January 1, 2022 through December 31, 2022: John Jennings, Paul Warneck, David Converse, and Robert Aiken.

The Audit and Finance Committee shall perform the functions as described in the By-Laws.

Section 7. **Governance Committee**. Pursuant to subdivision 7 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation, the following Members are nominated and confirmed to serve on the Governance Committee of the Corporation for the period January 1, 2022 through December 31, 2022: W. Edward Walldroff, Paul Warneck, Gregory Gardner, and William Johnson.

The Governance Committee shall perform the functions as described in the By-Laws.

Section 8. **Appointment of Staff.** Pursuant to and in accordance with the By-laws of the Corporation, the Members of the Corporation hereby ratify the appointment of the following individuals to serve as at will employees in the following appointed positions:

David J. Zembiec, Chief Executive Officer
Frank M. Weir, Deputy Chief Executive Officer
Lyle V. Eaton, Chief Financial Officer
Jay M. Matteson, Agricultural Coordinator
Peggy S. Sampson, Executive Assistant
Joy E. Nuffer, Finance Assistant

Section 9. That the proper officers of the Corporation are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Corporation, for and on behalf of the Corporation.

Section 10. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	Yea	Nay	Absent	Abstain
David J. Converse	[X]	[]	[]	[]
John Jennings	[]	[]	[X]	[]
Robert E. Aliasso, Jr.	[X]	[]	[]	[]
W. Edward Walldroff	[X]	[]	[]	[]
Paul Warneck	[X]	[]	[]	[]
William Johnson	[X]	[]	[]	[]
Lisa L'Huillier	[X]	[]	[]	[]
Kent D. Burto	[X]	[]	[]	[]
Robert Aiken	[X]	[]	[]	[]
Gregory Gardner	[X]	[]	[]	[]
Christine Powers	[]	[]	[X]	[]

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

I, David J. Zembiec, the undersigned CEO of the Jefferson County Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Jefferson County Local Development Corporation (the "Corporation"), including the resolution contained therein, held on December 2, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 2nd day of Dec., 2021.



David J. Zembiec
David J. Zembiec, CEO

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 12.02.2021.02
Change from Fiscal Year to Calendar Year

WHEREAS, the Jefferson County Local Development Corporation (JCLDC) currently follows an annual fiscal year of October 1st through September 30th; and

WHEREAS, the JCLDC wishes its fiscal year to be consistent with that of the Jefferson County Industrial Development Agency, which follows the same fiscal year; but is changing its fiscal year to the calendar year of January 1st through December 31st for administrative and reporting purposes; and

WHEREAS, the new fiscal year will also coincide with the calendar fiscal year followed by the County of Jefferson, NY; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves changing its fiscal year to the January 1 through December 31 calendar year and that the same is hereby approved for revising the bylaws; and this change shall be effective beginning January 1, 2022; and

RESOLVED, that the Chairman, Vice Chairman, Secretary, and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.



David J. Zembiec, CEO