

## **Notice of Annual Board Meeting**

**Date:** December 22, 2022

**To:** W. Edward Walldroff  
David Converse  
Kent Burto  
Gregory Gardner  
Paul Warneck  
William Johnson  
Lisa L'Huillier  
Christine Powers  
Robert Aiken  
John Condino

**From:** Chairman Robert Aliasso

**Re:** Notice of Annual Board of Directors' Meeting

---

---

The Jefferson County Local Development Corporation will hold their Annual Board Meeting on **Thursday, January 5, 2023 at 8:30 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

The live stream link is available at [www.jcida.com](http://www.jcida.com).

**Zoom:**  
<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVVjKytDdz09>  
Meeting ID: 843 5525 0468  
Passcode: 011440  
1-929-205-6099 US (New York)

Please confirm your attendance with Peggy Sampson [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

pss

**c:** David Zembiec, CEO  
Marshall Weir  
Lyle Eaton  
Jay Matteson  
Joy Nuffer  
Robin Stephenson  
Justin Miller, Esq.  
Media

**ANNUAL BOARD MEETING AGENDA**  
**Thursday, January 5, 2023 – 8:30 a.m.**

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes – December 1, 2022**
- V. Treasurer’s Report – December 31, 2022**
- VI. Committee Reports**
  - a. Audit Committee**
    - i. Resolution No. 01.05.2023.01 to Engage Auditors for Annual Audit**
  - b. Nominating Committee**
    - i. Resolution No. 01.05.2023.02 to Elect Officers**
    - ii. Resolution No. 01.05.2023.03 to Re-Appoint Board Member Christine Powers**
- VII. Council Reports**
  - a. Jefferson County Agricultural Development**
  - b. Manufacturing**
  - c. Marketing**
- VIII. Unfinished Business**
  - 1. ARPA Funds Report**
- IX. Counsel**
- X. New Business**
  - 1. Proposed Committee Structure for 2023**
- XI. Adjournment**

**Jefferson County Local Development Corporation  
Board Meeting Minutes  
December 1, 2022**

**DRAFT**

The Jefferson County Local Development Corporation held their board meeting on Thursday, December 1, 2022 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** Rob Aiken, Christine Powers

**Absent:** None

**Also Present:**

(Zoom): Justin Miller, Esq.

**Staff Present:** David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Joy Nuffer, Robin Stephenson

**I. Call to Order:** Chairman Aliasso called the meeting to order at 8:00 a.m.

Chairman Aliasso presented Mr. Jennings with a jacket with the agency logo as a token of appreciation for all of his years of service on the board of directors. Mr. Jennings said that he has been on both sides of the giving and receiving. He said that he appreciates the relationship and said that the agency helps to fill a gap for projects, so the need for the agency remains. He said the agency is in good hands.

**II. Pledge of Allegiance**

**III. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.

**IV. Minutes:** Minutes of the meeting held November 3, 2022 were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Mr. Converse. All in favor. Carried.

**V. Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending November 30, 2022. Mr. Warneck said there was not much change since last month. A motion was made by Mr. Burto to accept the financial report as presented, seconded by Mr. Jennings. All in favor. Carried.

**VI. Committee Reports:**

**a. Governance Committee**

**i. Resolution No. 12.01.2022.01 for Annual Internal Policy and Procedure Review** – Mr. Walldroff said the committee met to review the policies and is recommending changes to the bylaws, mission statement and equipment/property use (cell phone policy).

**Bylaws** - Mr. Zembiec said the intent of the bylaw changes is to give the JCLDC Board more autonomy and input. He said board appointments will still be made by JCIDA but ratified by the JCLDC Board.

**Mission Statement** – Mr. Walldroff said the mission statement now coincides with the JCIDA’s mission statement. Mr. Zembiec said a mission statement should be distinct and clear. He noted that all of the background information was removed.

A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Jennings. All in favor. Carried.

- ii. **Summary Results of Confidential Evaluation of Board Performance** – Mr. Walldroff said there were three areas discussed by the committee (#’s 5, 10, and 15). He suggested the board discuss those areas at an upcoming meeting. Mr. Warneck said an educational session would be helpful to have an understanding of some of the roles.

It was suggested to have the new board member (John Condino) complete a board evaluation at his three-month mark to see his understanding of the board as a new board member.

Mr. Warneck said the evaluations showed continued improvement.

- b. **Nominating Committee** – Ms. L’Huillier reported that the committee met to discuss officers for the upcoming year. She said the nominations will take place during the January board meeting.

Ms. L’Huillier said that John Condino (Senior Project Manager at Barton Loguidice) will be joining the board in January. She said that Mr. Converse and Mr. Walldroff were reappointed with terms to expire December 31, 2026.

c. **Personnel Committee**

- i. **Resolution No. 12.01.2022.02 to Establish Percentage for Discretionary Contribution for year ending 12/31/2022** – Mr. Burto said the committee met and is recommending 3% which amounts to \$19,848 for a one-time contribution for plan year 2022. A motion was made Mr. Burto to approve the resolution, seconded by Ms. L’Huillier. All in favor. Carried.
- ii. **Resolution No. 12.01.2022.03 for CEO Salary Increase and Contract Modification** – Mr. Burto said the committee is recommending a 3% salary increase. He said that they are also modifying the employment contract to include 6 weeks of vacation through December 31, 2023. A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Gardner. All in favor. Carried.

VII. **Council Reports:**

- a. **Ag** – Mr. Matteson expressed his appreciation to Mr. Jennings on his guidance given to the ag industry over the years. He updated the board on the following:

**Meat Processing** – Mr. Matteson said that one of the meat processors is facing challenges over location and facilities, but noted that it is not related to the grant. He said that we are trying to use the grant to help this person through the challenges. Mr. Matteson said the other meat processor grant project is complete.

**Ag Council** – Mr. Matteson said that he is in the process of adding three positions to the ag council. They will represent Farm/Winery/Distillery representative, Maple Syrup/Honey representative, and an FFA student. He also said that he is working to fill vacancies during the January meeting.

Mr. Matteson said that the next council meeting will be held at the Hilton Garden Inn on December 13, 2022 at 8 a.m. Breakfast will be served.

**Solar Farms** – Mr. Matteson said there is an ongoing concern for solar projects on ag land and the impacts on the land. He said he doesn't have answers at this point in time.

**Vet care** – Mr. Matteson said that he has been made aware that there is no vet care after hours anywhere in the county. He said that he is going to find out why and see if it can be addressed. Mr. Warneck asked if a veterinarian could have a representative on the council. Mr. Matteson said it has been difficult to get them in the past.

**Dairy Processing** – Mr. Matteson said that he is always marketing dairy processing. He said that he will be releasing a report about milk quality in the near future.

- b. **Manufacturing** – Mr. Zembiec said that we will be co-hosting a manufacturing alliance next Friday with Lewis County. He said that there will be a roundtable with manufacturers about what is available for assistance and will identify any key issues to help guide us to develop programs or initiatives to help support them.
- c. **Marketing** – No report.

#### VIII. Unfinished Business:

1. **ARPA Funds Report** – Mr. Zembiec said that we have submitted a request for the second round of ARPA grants through the County. Mr. Johnson said that the county has completed the first review of the requests and they will go to the legislators soon. He said that he doesn't see any issues and indicated that they seem to be on board with the request.

Mr. Matteson said that the next round of funding for ag will focus on production agriculture. Mr. Zembiec said tourism destination enhancement is also included in the second round of the funding request.

2. **Food Resiliency Grant (ARPA)** – The Thousand Islands Winery was approved for a \$7,000 grant on June 2, 2022. They have requested an additional \$2,000 due to spending more than originally estimated. Others in this category were also awarded \$9,000. It was noted that the funds are available since previously approved grantees withdrew from the program.

**Jefferson County Local Development Corporation  
Board Meeting Minutes  
December 1, 2022**

**DRAFT**

A motion was made by Mr. Walldroff, seconded by Mr. Burto to approve the additional \$2,000 to Thousand Islands Winery. Discussion ensued. Mr. Warneck is concerned about approving an amount and them coming back later on asking for an increase. He said that others may try to come back and request additional funds as well. All in favor. Carried.

**IX. Counsel:** None.

**X. New Business:** None.

**XI. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Johnson. All in favor. The meeting adjourned at 8:34 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Income Statement for the Twelve Month Period Ending December 31, 2022**

Prepared by Joy Nuffer, December 28, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Revenues</b>					
Admin Fees	\$ 792,260.00	792,256.00	\$ 58,985.00	58,985.00	4.00
JC Grant Marketing	352,512.00	344,250.00	22,950.00	22,950.00	8,262.00
JC Grant Ag Program	173,400.00	173,400.00	11,560.00	11,560.00	0.00
RLF Interest Income	35,613.00	24,712.22	1,354.30	639.96	10,900.78
Grant Income Federal	0.00	753,965.25	173,483.75	34,903.13	(753,965.25)
Interest Income	1,468.00	1,896.99	0.00	219.70	(428.99)
Late Fee	0.00	1,629.73	48.96	38.18	(1,629.73)
Miscellaneous Income	250.00	81,650.99	0.00	0.00	(81,400.99)
AG Conference	0.00	3,000.00	0.00	0.00	(3,000.00)
<b>Total Revenues</b>	<b>1,355,503.00</b>	<b>2,176,761.18</b>	<b>268,382.01</b>	<b>129,295.97</b>	<b>(821,258.18)</b>
<b>Expenses</b>					
Salaries	661,620.00	609,141.28	43,029.36	43,029.36	52,478.72
Benefits	293,639.00	269,918.08	36,350.53	16,580.57	23,720.92
<b>Operations</b>					
Marketing Program	389,017.00	339,215.38	18,514.00	22,382.10	49,801.62
AG Program	260,068.00	251,793.19	14,811.07	15,241.59	8,274.81
Office Expense	22,385.00	21,921.34	221.75	1,066.34	463.66
Payroll Processing	4,311.00	4,645.90	301.30	301.30	(334.90)
Office Rent	22,243.00	22,509.42	1,516.82	1,516.82	(266.42)
Project Loan Rent	69,929.00	69,928.05	4,661.87	4,661.87	0.95
Office Cleaning	13,631.00	14,231.43	928.65	1,055.95	(600.43)
Telephone	8,928.00	7,997.12	366.41	599.10	930.88
Equipment Rental	4,520.00	4,769.70	0.00	346.19	(249.70)
Equipment Maintenance	5,106.00	5,165.06	0.00	1,113.00	(59.06)
System Maintenance	3,143.00	7,112.30	499.50	499.50	(3,969.30)
System Security	0.00	446.22	0.00	0.00	(446.22)
Electric Service	5,164.00	6,772.32	0.00	281.59	(1,608.32)
Gas Service	3,686.00	2,750.43	0.00	285.14	935.57
Business Support	7,500.00	6,519.00	0.00	0.00	981.00
Manufacturers Comm. Expense	0.00	137.50	137.50	0.00	(137.50)
Safety Training	280.00	280.00	0.00	0.00	0.00
Travel/Promotion/Meals	8,787.00	2,786.25	215.38	348.13	6,000.75
Staff Training & Seminars	3,000.00	2,019.00	0.00	500.00	981.00
Depreciation F&F	18,770.00	19,736.86	1,361.18	1,361.18	(966.86)
Dues & Publications	13,446.00	11,032.20	143.00	0.00	2,413.80
Commercial Insurance	0.00	5,648.70	283.78	283.78	(5,648.70)
Legal Unrestricted	1,000.00	0.00	0.00	0.00	1,000.00
Accounting & Auditing	13,500.00	6,500.00	0.00	0.00	7,000.00
CEDS Update	7,500.00	7,500.00	0.00	0.00	0.00
Fees Expense	575.00	921.00	0.00	0.00	(346.00)
Grants Expense Federal	0.00	753,965.25	173,483.75	34,903.13	(753,965.25)
Covid Grant	10,000.00	8,750.00	0.00	0.00	1,250.00
Reallocated Program Expenses	(500,245.00)	(497,483.63)	(32,625.07)	(32,684.16)	(2,761.37)
Miscellaneous - Unrestricted	500.00	0.00	0.00	0.00	500.00
<b>Total Operations</b>	<b>1,352,003.00</b>	<b>1,966,629.35</b>	<b>264,200.78</b>	<b>113,672.48</b>	<b>(614,626.35)</b>
Total Revenue	1,355,503.00	2,176,761.18	268,382.01	129,295.97	(821,258.18)
Total Expenses	1,352,003.00	1,966,629.35	264,200.78	113,672.48	(614,626.35)
<b>Net Income Over Expenditures</b>	<b>\$ 3,500.00</b>	<b>210,131.83</b>	<b>\$ 4,181.23</b>	<b>15,623.49</b>	<b>(206,631.83)</b>

For Internal Use Only

## JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

## AG Program Expense Statement for the Twelve Month Period Ending December 31, 2022

Prepared by Joy Nuffer, December 28, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Operations</b>					
AG Annual Meeting	\$ 5,000.00	8,470.91	\$ 0.00	0.00	(3,470.91)
AG Office Expense	1,216.00	2,841.12	0.00	0.00	(1,625.12)
AG Advertising	6,560.00	3,908.45	0.00	32.82	2,651.55
AG Printed Material	1,000.00	0.00	0.00	0.00	1,000.00
AG Membership/Dues	499.00	484.00	143.00	0.00	15.00
AG Business Attraction	3,800.00	300.00	0.00	0.00	3,500.00
AG Subscriptions	320.00	254.88	0.00	0.00	65.12
AG Travel/Meals/Lodging	4,051.00	716.79	0.00	481.61	3,334.21
Dairy Parade	0.00	1,390.00	0.00	0.00	(1,390.00)
AG Web Site Development	2,000.00	285.12	0.00	0.00	1,714.88
AG Misc Program Expenses	1,000.00	0.00	0.00	0.00	1,000.00
AG Development	497.00	497.05	0.00	0.00	(0.05)
Local Food Guide	1,600.00	1,600.00	0.00	0.00	0.00
Salary Overhead	116,605.00	116,605.34	7,290.10	7,290.10	(0.34)
FICA Overhead	6,752.00	6,658.80	425.14	425.14	93.20
Medicare Overhead	1,626.00	1,764.35	99.42	99.43	(138.35)
Health/Dental Ins Overhead	36,985.00	38,772.35	2,644.01	2,703.09	(1,787.35)
Retirement Overhead	14,017.00	10,955.84	437.40	437.40	3,061.16
Indirect Labor Allocation	49,917.00	49,667.52	3,345.00	3,345.00	249.48
Non Labor Allocated Overhead	6,623.00	6,620.67	427.00	427.00	2.33
<b>Total Operations</b>	<b>260,068.00</b>	<b>251,793.19</b>	<b>14,811.07</b>	<b>15,241.59</b>	<b>8,274.81</b>



**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**

**Manuf. & Business Support Expense Statement for the Twelve Month Period Ending December 31, 2022**

Prepared by Joy Nuffer, December 28, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Operations</b>					
Business Support	\$ 7,500.00	6,519.00	\$ 0.00	0.00	981.00
Manufacturers Comm. Expense	0.00	137.50	137.50	0.00	(137.50)
Safety Training	280.00	280.00	0.00	0.00	0.00
<b>Total Operations</b>	<b>7,780.00</b>	<b>6,936.50</b>	<b>137.50</b>	<b>0.00</b>	<b>843.50</b>

## JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

## Marketing Program Expense Statement for the Twelve Month Period Ending December 31, 2022

Prepared by Joy Nuffer, December 28, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Operations</b>					
Advertising Expense	\$ 54,698.00	32,419.95	\$ 557.00	3,185.10	22,278.05
Canadian Marketing	15,000.00	0.00	0.00	0.00	15,000.00
Printed Material	2,000.00	1,414.71	0.00	440.00	585.29
Seminars Workshops Publicatio	2,526.00	525.80	0.00	0.00	2,000.20
Business Awards	2,000.00	0.00	0.00	0.00	2,000.00
Travel/Meals/Promotion	6,037.00	662.44	0.00	0.00	5,374.56
Public Relations	3,000.00	2,687.84	0.00	0.00	312.16
Web Site Dev & Promo Design	10,735.00	2,619.99	0.00	0.00	8,115.01
Events Sponsorship	14,928.00	22,445.89	0.00	800.00	(7,517.89)
FDRLO MEMBERSHIP	5,000.00	5,000.00	0.00	0.00	0.00
Survey Monkey	200.00	0.00	0.00	0.00	200.00
Drum Country Business	5,000.00	5,000.00	0.00	0.00	0.00
Allocated Overhead	267,893.00	266,438.76	17,957.00	17,957.00	1,454.24
<b>Total Operations</b>	<b>389,017.00</b>	<b>339,215.38</b>	<b>18,514.00</b>	<b>22,382.10</b>	<b>49,801.62</b>

**Jefferson County Local Development Corp  
JCLDC RLF Aged Receivables  
As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	Amount Due
CANZONIER JAY CANZONIER D/B/A NORTH BRANCH FARMS	2086	31,541.93
		<hr/> <b>31,541.93</b>
CANZONIER JAY CANZONIER D/B/A NORTH BRANCH FARMS		
CLAYTON ISLAND CLAYTON ISLAND TOURS	2242	10,076.53
		<hr/> <b>10,076.53</b>
CLAYTON ISLAND CLAYTON ISLAND TOURS		
CLAYTON YACHT CLAYTON YACHT CLUB, INC.	2344	36,890.74
		<hr/> <b>36,890.74</b>
CLAYTON YACHT CLAYTON YACHT CLUB, INC.		
WIC WICLDC	1907 RLF LOAN	94,832.79 19,288.11
		<hr/> <b>114,120.90</b>
WIC WICLDC		
<b>Report Total</b>		<hr/> <b>192,630.10</b> <hr/> <hr/>

**Jefferson County Local Development Corp  
JCLDC Clayton Loan Fund Aged Receivables  
As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

<b>Customer ID Customer Bill To Contact Telephone 1</b>	<b>Invoice/CM #</b>	<b>Amount Due</b>
DIPRINZIO KITCHEN DIPRINZIO'S KITCHEN	2309	4,217.84
<hr/>		4,217.84
DIPRINZIO KITCHEN DIPRINZIO'S KITCHEN		
<hr/>		
DIPRINZIO MARKET DIPRINZIO'S MARKET	2310	4,217.84
<hr/>		4,217.84
DIPRINZIO MARKET DIPRINZIO'S MARKET		
<hr/>		
<b>Report Total</b>		<b>8,435.68</b>
<hr/>		
<hr/>		

**Jefferson County Local Development Corp  
JCLDC COVID Loans Aged Receivables  
As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	Amount Due
AUBREYS AUBREYS SHOPPING CENTER	2241	6,993.83
AUBREYS AUBREYS SHOPPING CENTER		6,993.83
BROTHERTON STEVEN BROTHERTON	2252	5,283.09
BROTHERTON STEVEN BROTHERTON		5,283.09
CCTI COLLEENS CHERRY TREE INN	2238	7,156.09
CCTI COLLEENS CHERRY TREE INN		7,156.09
CORNELIA LAURIE A. CORNELIA	2240	6,822.09
CORNELIA LAURIE A. CORNELIA		6,822.09
DEMAR AMY S. DEMAR	2237	6,822.60
DEMAR AMY S. DEMAR		6,822.60
ELMER KATHLEEN ELMER	2253	7,166.22

**Jefferson County Local Development Corp**  
**JCLDC COVID Loans Aged Receivables**  
**As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	Amount Due
ELMER KATHLEEN ELMER		7,166.22
FIELD FIELD OF DREAMS, LLC	2267	8,117.99
FIELD FIELD OF DREAMS, LLC		8,117.99
GOULD ROBERT L. GOULD	2234	6,831.62
GOULD ROBERT L. GOULD		6,831.62
GRAPES BUSTED GRAPES,LLC	2250	7,246.52
GRAPES BUSTED GRAPES,LLC		7,246.52
HERMAN BONNIE HERMAN	2235	6,993.83
HERMAN BONNIE HERMAN		6,993.83
MILLER GAIL W. MILLER	2236	6,831.62
MILLER GAIL W. MILLER		6,831.62

**Jefferson County Local Development Corp  
JCLDC COVID Loans Aged Receivables  
As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	Amount Due
MORGIA MORGIA MASONRY	2264	7,155.63
MORGIA MORGIA MASONRY		7,155.63
NORTH BRANCH NORTH BRANCH FARMS	2262	7,155.59
NORTH BRANCH NORTH BRANCH FARMS		7,155.59
NORTHERN NORTHERN COMMERCIAL CLEANING	2263	7,123.66
NORTHERN NORTHERN COMMERCIAL CLEANING		7,123.66
NORTHROP MICHAEL NORTHROP	2245	6,831.62
NORTHROP MICHAEL NORTHROP		6,831.62
PAINFULL PAINFULL ACRES	2255	3,331.67
PAINFULL PAINFULL ACRES		3,331.67
RHODES RHODES GREENHOUSES, INC	2261	7,155.63

**Jefferson County Local Development Corp  
JCLDC COVID Loans Aged Receivables  
As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	Amount Due
RHODES RHODES GREENHOUSES, INC		7,155.63
SAMPSON-MELISSA MELISSA SAMPSON	2254	7,317.03
SAMPSON-MELISSA MELISSA SAMPSON		7,317.03
SKINNER SCOTT P. SKINNER	2248	6,993.43
SKINNER SCOTT P. SKINNER		6,993.43
TILLSON ALISHA TILLSON	2249	6,993.83
TILLSON ALISHA TILLSON		6,993.83
WILLS GREG WILLS	2246	6,831.62
WILLS GREG WILLS		6,831.62
ZERO ZERO DOCK STREET, LLC	2280	7,317.03
ZERO ZERO DOCK STREET, LLC		7,317.03



**Jefferson County Local Development Corp**  
**JCLDC COVID Loans Aged Receivables**  
**As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

---

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	Amount Due
---	--------------	------------

---

Report Total

---

150,472.24

---

---

**Jefferson County Local Development Corp**  
**JCLDC MISC Aged Receivables**  
**As of Dec 31, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

<b>Customer ID Customer Bill To Contact Telephone 1</b>	<b>Invoice/CM #</b>	<b>Amount Due</b>
National Grid EURO N GRID EURO GRANT 4373	2152	7,000.00
National Grid EURO N GRID EURO GRANT 4373		7,000.00
<b>Report Total</b>		<b>7,000.00</b>

Jefferson County Local Development Corp  
Balance Sheet  
December 31, 2022

ASSETS

Current Assets		
General Checking	\$	1,294,572.68
Savings Account		1,616,189.45
RLF Savings		1,911,240.94
RLF Loans Receivable		192,630.10
N Grid Mkt Grant European		12,500.00
COVID Accounts Receivable		150,472.24
Clayton Loans Receivable		8,435.68
Miscellaneous Recievable		7,000.00
Due YMCA		400,000.00
LHI Records Storage		87,029.51
Prepaid Expense		2,134.52
		<hr/>
Total Current Assets		5,682,205.12
Property and Equipment		
Accumulated Depreciation		(79,964.96)
		<hr/>
Total Property and Equipment		(79,964.96)
Other Assets		
Furniture & Fixtures		77,387.89
		<hr/>
Total Other Assets		77,387.89
		<hr/>
Total Assets	\$	<u><u>5,679,628.05</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Grants Payable YMCA	\$	400,000.00
ARPA Food Grant		216,262.95
ARPA Child Care Grant		498,756.37
ARPA Small Business & Training		273,521.25
ARPA Rental Property Deferred		316,494.18
JC Grant-Marketing		206,550.00
Deferred Mkt. Grant European		12,500.00
		<hr/>
Total Current Liabilities		1,924,084.75
Long-Term Liabilities		
		<hr/>
Total Long-Term Liabilities		0.00
		<hr/>
Total Liabilities		1,924,084.75
Capital		
General Fund Bal - Unrestrict.	3,545,411.47	
Net Income	210,131.83	
		<hr/>
Total Capital		3,755,543.30
		<hr/>
Total Liabilities & Capital	\$	<u><u>5,679,628.05</u></u>

**Jefferson County Local Development Corp**

**Receivables**

**As of December 31, 2022**

Customer	Orig Loan	Balance	Issued	Maturity	Terms	Status	Payment
JAY CANZONIER	100,000.00	31,541.93	4/26/17	7/1/2026	3%- 84 Months	Current	726.73
CLAYTON ISLAND TOURS	40,000.00	10,076.53	4/29/20	5/1/2026	5%-73 Months	Current	198.97
CLAYTON YACHT CLUB	40,000.00	36,890.74	8/4/21	8/1/2027	3%-73 Months	Current	718.75
DIPRINZIO'S KITCHEN	5,000.00	4,217.84	1/22/21	2/1/2027	3%, 60 Months	Current	89.84
DIPRINZIO'S MARKET	5,000.00	4,217.84	1/22/21	2/1/2027	3%, 60 Months	Current	89.84
WICLDC	200,000.00	94,832.79	12/1/10	1/1/2031	3%, 240 Months	Current	1,109.20
WICLDC-JAIN	98,082.50	19,288.11	9/10/18	10/1/2023	3.5% 60 Months	Current	1,784.29
<b>Report Total</b>		<b>201,065.78</b>					

**Jefferson County Local Development Corp**  
**Cash Receipts Journal**  
**For the Period From Dec 1, 2022 to Dec 31, 2022**

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction Ref	Line Description	Debit Amnt	Credit Amnt
12/1/22	122025 407501 112501	5179	Invoice: 2344 12/22 INTEREST CLAYTON YACHT CLUB, INC.	718.75	623.40 95.35
12/1/22	122250 407501 112501	51708	Invoice: 2248 11/22 INTEREST SCOTT P. SKINNER	179.69	161.40 18.29
12/1/22	122250 407501 112501	8720	Invoice: 2240 12/22 INTEREST LAURIE A. CORNELIA	179.69	161.80 17.89
12/1/22	122250 407501 112501	6341	Invoice: 2261 11/22 INTEREST RHODES GREENHOUSES, INC	179.69	160.99 18.70
12/1/22	122250 407501 112501	6341	Invoice: 2252 10/23 INTEREST STEVEN BROTHERTON	200.00	185.87 14.13
12/1/22	122250 407501 412502 112501	1315	Invoice: 2238 10/22 & 11/22 INTEREST LATE FEES COLLEENS CHERRY TREE INN	376.00	322.39 36.99 16.62
12/1/22	122250 407501 112501	1525	Invoice: 2234 12/22 INTEREST ROBERT L. GOULD	179.69	161.80 17.89
12/1/22	122250 407501 112501	1801	Invoice: 2250 9/22 INTEREST BUSTED GRAPES,LLC	179.69	160.59 19.10
12/1/22	122250 407501 112501	5287434	Invoice: 2280 12/22 INTEREST ZERO DOCK STREET, LLC	179.69	160.99 18.70
12/1/22	125001 100001	7857	Invoice: 2372 JEFF COUNTY IDA	58,985.00	58,985.00
12/8/22	122250 407501 112501	7000331	Invoice: 2245 1/23 INTEREST MICHAEL NORTHROP	179.69	162.21 17.48
12/8/22	122250 407501 112501	1125	Invoice: 2263 12/22 INTEREST NORTHERN COMMERCIAL CLEANING	180.00	161.79 18.21
12/8/22	122250 407501 112501	2464	Invoice: 2261 12/22 INTEREST RHODES GREENHOUSES, INC	179.69	161.40 18.29
12/8/22	122250 407501 112501	1802	Invoice: 2250 10/22 INTEREST BUSTED GRAPES,LLC	179.69	160.99 18.70
12/8/22	122250 407501 112501	6940	Invoice: 2235 12/22 INTEREST BONNIE HERMAN	179.69	161.80 17.89
12/8/22	122250 407501	58537987	Invoice: 2253 12/21 INTEREST		161.71 18.29

**Jefferson County Local Development Corp  
Cash Receipts Journal  
For the Period From Dec 1, 2022 to Dec 31, 2022**

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction Ref	Line Description	Debit Amnt	Credit Amnt
	112501		KATHLEEN ELMER	180.00	
12/8/22	122250 407501 112501	2344	Invoice: 2241 12/22 INTEREST AUBREYS SHOPPING CENTER	179.69	161.80 17.89
12/8/22	122250 407501 112501	52162	Invoice: 2248 12/22 INTEREST SCOTT P. SKINNER	179.69	161.80 17.89
12/8/22	122250 407501 112501	5227	Invoice: 2262 12/22 INTEREST NORTH BRANCH FARMS	179.69	161.40 18.29
12/8/22	122025 407501 112501	4013	Invoice: 1907 11/22 INTEREST WICLDC	1,109.20	866.28 242.92
12/8/22	122025 407501 112501	995038	Invoice: 2242 12/22 INTEREST CLAYTON ISLAND TOURS	198.97	156.33 42.64
12/8/22	122025 407501 112501	5226	Invoice: 2086 12/22 INTEREST JAY CANZONIER D/B/A NORTH BRANCH FARMS	726.73	646.26 80.47
12/15/22	122250 407501 112501	4327	Invoice: 2264 12/22 INTEREST MORGIA MASONRY	179.69	161.40 18.29
12/15/22	122025 407501 112501	4022	Invoice: 1907 12/22 INTEREST WICLDC	1,109.20	868.44 240.76
12/15/22	122255 407501 412502 112501	2013	Invoice: 2310 11/22 & 12/22 INTEREST LATE FEES DIPRINZIO'S MARKET	190.46	158.00 21.68 10.78
12/15/22	122255 407501 412502 112501	2012	Invoice: 2309 11/22 & 12/22 INTEREST LATE FEES DIPRINZIO'S KITCHEN	190.46	158.00 21.68 10.78
12/15/22	122025 407501 112501	164833	Invoice: RLF LOAN 11/22 INTEREST WICLDC	1,784.29	1,723.01 61.28
12/15/22	122250 407501 412502 112501	4078	Invoice: 2254 11/22 INTEREST 11/22 LATE FEE MELISSA SAMPSON	190.47	160.99 18.70 10.78
12/15/22	122250 407501 112501	2115	Invoice: 2237 1/23 INTEREST AMY S. DEMAR	179.69	162.21 17.48
12/21/22	202401 202501 100001	19659	DUE JCLDC RLF DUE SHLDC PAINFULL ACRES	179.69	89.85 89.84
12/28/22	122250	2105	Inv - 22 - 236		162.21

**Jefferson County Local Development Corp  
Cash Receipts Journal  
For the Period From Dec 1, 2022 to Dec 31, 2022**

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction Ref	Line Description	Debit Amnt	Credit Amnt
	407501 112501		1/23 INTEREST GAIL W. MILLER	179.69	17.48
12/28/22	122250 407501 112501	6510	Invoice: 2252 11/23 INTEREST STEVEN BROTHERTON	200.00	186.33 13.67
12/28/22	122250 407501 112501	8737	Invoice: 2240 1/23 INTEREST LAURIE A. CORNELIA	179.69	162.21 17.48
12/28/22	122025 407501 112501	5183	Invoice: 2344 1/23 INTEREST CLAYTON YACHT CLUB, INC.	718.75	624.96 93.79
12/28/22	122250 407501 112501	1535	Invoice: 2234 1/23 INTEREST ROBERT L. GOULD	179.69	162.21 17.48
12/28/22	122250 407501 112501	6458	Invoice: 2255 2/23 INTEREST PAINFULL ACRES	89.85	81.32 8.53
				<b>70,562.24</b>	<b>70,562.24</b>

**Jefferson County Local Development Corporation  
Audit Committee Meeting Minutes  
December 16, 2022**

The Jefferson County Local Development Corporation held an audit committee meeting on Friday, December 16, 2022 in the board room, 800 Starbuck Avenue, Watertown, NY.

**Present:** John Jennings, Chair, David Converse, Rob Aiken, Paul Warneck

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Liz Bush and Andrew Swords from Bowers & Company

**I. Call to Order:** Mr. Jennings called the meeting to order at 8:00 a.m.

**II. Pledge of Allegiance**

**III. Engage Audit Firm:**

Mr. Jennings indicated that the purpose of the pre-audit meeting is to engage Bowers & Company to complete the 15-month audit covering October 1, 2021 through December 31, 2022. This will be the fifth year for Ms. Bush as lead partner.

Ms. Bush said that the NYS Charities Bureau will accept a 15-month audit, but noted that the IRS will not so they will split the tax returns. Mr. Swords handed Mr. Eaton a list of documents to send in advance and to have ready for the audit. Ms. Bush said the audit will start January 26, 2023. She thanked members for moving the March board meeting to March 9, 2023 to allow them more time to finish/present the audit.

Ms. Bush presented the engagement letter. The fee is \$8,000 plus \$1,200 for tax returns (\$600 each for the 3-month stub period and the new calendar fiscal year) for a total of \$9,200. Ms. Bush said that she doesn't think the LDC will need a single audit (\$750,000 threshold), but indicated that they will know for sure when they start. She noted the deferred ARPA allocations on the balance sheet. Mr. Eaton said the money was transferred from the JCIDA (grantee).

Ms. Bush said that there is a new lease standard. She said this will include the leased office space from WICLDC and things like the copier lease. She said they will record the 'right of use' on the balance sheet.

Ms. Bush asked if there was any litigation; no one was aware of any. Ms. Bush asked if there were any questionable/problem loans or any significant commitments. Mr. Eaton said no. Mr. Eaton will provide Ms. Bush with a list of the loan balances so they can pick who they will send loan confirmations to.

Mr. Warneck asked if they will review the ARPA grant applications/paperwork. Ms. Bush said that they will do a sampling.

A motion was made by Mr. Aiken to recommend approval of the engagement letter for the 15-month audit (10/1/21 – 12/31/22) to the full board of directors, seconded by Mr. Warneck. All in favor.

**IV. Adjournment:** With no further business before the committee, a motion to adjourn was made by Mr. Converse, seconded by Mr. Warneck. The meeting adjourned at 8:13 a.m.

Respectfully submitted,  
*Peggy Sampson*



**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.05.2023.01**  
**to Engage Auditors for Annual Audit**

**WHEREAS**, the Audit Committee met on December 16, 2022 to meet with Bowers & Company CPAs PLLC, and

**WHEREAS**, Bowers & Company presented an engagement letter to audit the financial statements for the 15-month period October 1, 2021 – December 31, 2022. The fee will be \$8,000 for the audit and \$1,200 for the preparation of tax returns for a total of \$9,200, and

**WHEREAS**, the Audit Committee recommended approval of the engagement letter, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the recommendation as set forth in this Resolution, and be it further,

**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.

This resolution shall take effect immediately.

\_\_\_\_\_  
Kent Burto, Secretary



**BOWERS & COMPANY  
CPAs PLLC**

CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

December 16, 2022

To the Board of Directors  
Jefferson County Local Development Corporation  
800 Starbuck Avenue, STE 800  
Watertown, NY 13601

We are pleased to confirm our understanding of the services we are to provide for Jefferson County Local Development Corporation for the fifteen months ended December 31, 2022.

***Audit Scope and Objectives***

We will audit the financial statements of Jefferson County Local Development Corporation, which comprise the statement of financial position as of December 31, 2022, the related statements of activities, functional expenses, and cash flows for the fifteen months then ended, and the disclosures (collectively, the “financial statements”).

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and issue an auditor’s report that includes our opinion about whether your financial statements are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America (GAAS). Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

The objectives also include reporting on internal control over financial reporting and compliance with provisions of laws, regulations, contracts, and award agreements, noncompliance with which could have a material effect on the financial statements in accordance with *Government Auditing Standards*.

***Auditor’s Responsibilities for the Audit of the Financial Statements***

We will conduct our audit in accordance with GAAS and the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. As part of an audit in accordance with GAAS and *Government Auditing Standards*, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the Organization or to acts by management or employees acting on behalf of the Organization. Because the determination of waste and abuse is subjective, *Government Auditing Standards* do not expect auditors to perform specific procedures to detect waste or abuse in financial audits nor do they expect auditors to provide reasonable assurance of detecting waste or abuse.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is an unavoidable risk that some material misstatements may not be detected by us, even though the audit is properly planned and performed in accordance with GAAS and *Government Auditing Standards*. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, direct confirmation of receivables and certain assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will also request written representations from your attorneys as part of the engagement.

We have identified the following significant risk(s) of material misstatement as part of our audit planning:

- Management override of controls

- Improper revenue recognition due to fraud

Our audit of the financial statements does not relieve you of your responsibilities.

***Audit Procedures—Internal Control***

We will obtain an understanding of the Organization and its environment, including internal control relevant to the audit, sufficient to identify and assess the risks of material misstatement of the financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. An audit is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses. Accordingly, we will express no such opinion. However, during the audit, we will communicate to you and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards and *Government Auditing Standards*.

***Audit Procedures—Compliance***

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of Jefferson County Local Development Corporation's compliance with the provisions of applicable laws, regulations, contracts, agreements, and grants. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

### ***Other Services***

We will prepare the Organization's federal and state information returns for the periods ended September 30, 2022 and December 31, 2022 based on information provided by you. We will also assist in preparing the financial statements and related notes of Jefferson County Local Development Corporation in conformity with accounting principles generally accepted in the United States of America based on information provided by you and perform other bookkeeping services to support the preparation of the financial statements. Such bookkeeping services may include maintaining fixed asset and related depreciation records and maintaining lease accounting records. These nonaudit services do not constitute an audit under *Government Auditing Standards* and such services will not be conducted in accordance with *Government Auditing Standards*. We will perform the services in accordance with applicable professional standards, including the Statements on Standards for Tax Services issued by the American Institute of Certified Public Accountants. The other services are limited to the financial statement and tax services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities. We will advise management with regard to tax positions taken in the preparation of the information return, but management must make all decisions with regard to those matters.

You agree to assume all management responsibilities for the tax services, financial statements, related notes, and any other nonaudit services we provide. You will be required to acknowledge in the management representation letter the tax services provided and our assistance with the preparation of the financial statements and related notes and that you have evaluated the adequacy of our services and have reviewed and approved the results of the services, the financial statements, and related notes prior to their issuance and have accepted responsibility for them. Further, you agree to oversee the nonaudit services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of those services; and accept responsibility for them.

### ***Responsibilities of Management for the Financial Statements***

Our audit will be conducted on the basis that you acknowledge and understand your responsibility for designing, implementing, establishing, and maintaining effective internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, and for evaluating and monitoring ongoing activities to help ensure that appropriate goals and objectives are met; following laws and regulations; and ensuring that management and financial information is reliable and properly reported. Management is also responsible for implementing systems designed to achieve compliance with applicable laws, regulations, contracts, and grant agreements. You are also responsible for the selection and application of accounting principles, for the preparation and fair presentation of the financial statements and all accompanying information in conformity with accounting principles generally accepted in the United States of America, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

You are also responsible for making drafts of financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers). You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (2) additional information that we may request for the purpose of the audit; and (3) unrestricted access to persons within the Organization from whom we determine it necessary to obtain audit evidence. At the conclusion of our audit, we will require certain written representations from you about your responsibilities for the financial statements; compliance with laws, regulations, contracts, and grant agreements; and other responsibilities required by GAAS and *Government Auditing Standards*.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Organization involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the Organization received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the Organization complies with applicable laws, regulations, contracts, agreements, and grants and for taking timely and appropriate steps to remedy fraud and noncompliance with provisions of laws, regulations, contracts, and grant agreements that we report.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying and providing report copies of previous financial audits, attestation engagements, performance audits, or other studies related to the objectives discussed in the Audit Scope and Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits, or other engagements or studies. The Organization is also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions for the report, and for the timing and format for providing that information.

*Engagement Administration, Fees, and Other*

We understand that your employees will prepare all cash, accounts receivable, and other confirmations we request and will locate any documents selected by us for testing.

We will provide copies of our reports to the Organization; however, management is responsible for distribution of the reports and the financial statements. Unless restricted by law or regulation, or containing privileged and confidential information, copies of our reports are to be made available for public inspection.

The audit documentation for this engagement is the property of Bowers & Company CPAs PLLC and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Bowers & Company CPAs PLLC personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

The audit documentation for this engagement will be retained for a minimum of five years after the report release date or for any additional period requested by the federal awarding agency. If we are aware that a federal awarding agency or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

Liz Bush is the engagement partner and is responsible for supervising the engagement and signing the reports or authorizing another individual to them. We expect to begin our audit on approximately January 26, 2023.

Our fees for the audit and other services other than the preparation of the information returns will be \$8,000, \$600 for the preparation of the information returns for the period ended September 30, 2022 and \$600 for the preparation of the information returns for the period ended December 31, 2022. **If a single audit is necessary, we will adjust the fee accordingly.** The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will keep you informed of any problems we encounter and our fees will be adjusted accordingly. All matters related to the Company's adoption of new accounting standards including, but not limited to, lease accounting standard pursuant to Accounting Standards Codification (ASC) 842, will be accounted for and billed separately. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation.

To ensure that Bowers and Company CPAs PLLC's independence is not impaired under the AICPA Code of Professional Conduct, you agree to inform the engagement partner before entering into any substantive employment discussions with any of our personnel.

In connection with this engagement, we may communicate with you or others via email transmission. As emails can be intercepted and read, disclosed, or otherwise used or communicated by an unintended third party, or may not be delivered to each of the parties to whom they are directed and only to such parties, we cannot guarantee or warrant that emails from us will be properly delivered and read only by the addressee. Therefore, we specifically disclaim and waive any liability or responsibility whatsoever for interception or unintentional disclosure of emails transmitted by us in connection with the performance of this engagement. In that regard, you agree that we shall have no liability for any loss or damage to any person or entity resulting from the use of email transmissions, including any consequential, incidental, direct, indirect, or special damages, such as loss of revenues or anticipated profits, or disclosure or communication of confidential or proprietary information.

### ***Reporting***

We will issue a written report upon completion of our audit of Jefferson County Local Development Corporation's financial statements. Our report will be addressed the Board of Directors of Jefferson County Local Development Corporation. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinion, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. If our opinion is other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or issue reports, or we may withdraw from this engagement.

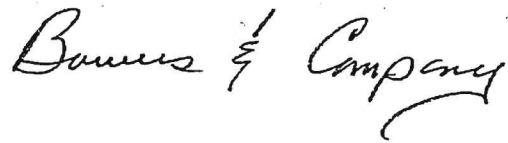
We will also provide a report (which does not include an opinion) on internal control related to the financial statements and compliance with the provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements as required by *Government Auditing Standards*. The report on internal control and on compliance and other matters will state that (1) the purpose of the report is solely to describe the scope of 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 on compliance and (2) the report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. The report will also state that the report is not suitable for any other purpose. If during our audit we become aware that Jefferson County Local Development Corporation is subject to an audit requirement that is not encompassed in the terms of this engagement, we will communicate to management and those charged with governance that an audit in accordance with U.S. generally accepted auditing standards and the standards for financial audits contained in *Government Auditing Standards* may not satisfy the relevant legal, regulatory, or contractual requirements.



It is hereby understood and agreed that this engagement is being undertaken solely for the benefit of Jefferson County Local Development Corporation and that no other person or entity shall be authorized to enforce the terms of this engagement.

We appreciate the opportunity to be of service to you and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the attached copy and return it to us.

Very truly yours,

Handwritten signature in cursive script that reads "Bowers & Company".

RESPONSE:

This letter correctly sets forth the understanding of Jefferson County Local Development Corporation.

Management Signature: \_\_\_\_\_

Governance Signature: \_\_\_\_\_

**Jefferson County Local Development Corporation  
Nominating Committee Meeting Minutes  
November 23, 2022**

The Jefferson County Local Development Corporation held a nominating committee meeting on Wednesday, November 23, 2022.

**Present:** Chairwoman Lisa L'Huillier, Bill Johnson, Kent Burto

**Absent:** None

**Also Present:** David Zembiec, Peggy Sampson, Marshall Weir, Robin Stephenson, W. Edward Walldroff

- I. **Call to Order:** Chairwoman L'Huillier called the meeting to order at 9:50 a.m.
- II. **Nominate Officers for 2023 CY** – Chairwoman L'Huillier indicated that the purpose of the meeting is to nominate officers for the 2023 calendar year. She said that the current slate of officers agreed to serve another year. They are as follows: Chairman – Robert E. Aliasso, Jr., Vice Chairman – W. Edward Walldroff, Treasurer – Paul Warneck, Secretary – Kent Burto.

A motion was made by Ms. L'Huillier to recommend the current slate of officers to the full board of directors, seconded by Mr. Johnson. All in favor.

Chairwoman L'Huillier noted that the Jefferson County Board of Legislators reappointed David Converse and W. Edward Walldroff to the JCIDA Board for a term to expire December 31, 2026. She said that they also appointed John J. Condino Barton & Loguidice to replace John Jennings for a term to expire December 31, 2026.

Chairwoman L'Huillier said that Christine Powers had agreed to serve another term and will recommend her re-appointment to the JCIDA Board of Directors.

Mr. Zembiec said that the committee can make a report at the December meeting, but noted that the recommendations will be considered at the January board meetings. He said that the JCIDA Board will meet first followed by the JCLDC Board in order for the JCIDA to make re-appointments to the LDC Board.

- III. **Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Ms. L'Huillier, seconded by Mr. Johnson. The meeting adjourned at 9:53 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.05.2023.02**  
**For Election of Officers**

**WHEREAS**, the Nominating Committee met on November 23, 2022 and recommended the following slate of officers for the 2023 calendar year:

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

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the slate of officers as set forth in this Resolution, and be it further,

**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.

This resolution shall take effect immediately.

\_\_\_\_\_  
Kent Burto, Secretary

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.05.2023.03**  
**Re-Appointing Board Member Christine Powers**

**WHEREAS**, JCIDA, as sole member of the Corporation, re-appointed Christine Powers to the JCLDC Board of Directors on January 5, 2023 for a term to expire December 31, 2027, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein ratifies the re-appointment as set forth in this Resolution, and be it further,

**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.

This resolution shall take effect immediately.

\_\_\_\_\_  
Kent Burto  
Secretary

**ARPA Grant Funds from Jefferson County-Status-Expenditures**

Month	Child Care	Small Business Productivity & Incumbent Worker Training	Local Foods Resiliency	Rental Property Deferred Maintenance	Remediation 146 Arsenal Street	Hounsfield Sewer	Total Grants Running Balance
Total Available	\$809,000.00	\$425,000.00	\$400,000.00	\$425,000.00	\$1,000,000.00	\$1,500,000.00	\$4,559,000.00
Apr-22	\$67,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,492,000.00
May-22	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,492,000.00
June-22	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,492,000.00
Jul-22	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,000.00	\$0.00	\$3,492,000.00
August-22	\$125,791.52	\$11,052.00	\$94,928.45	\$0.00	\$0.00	\$0.00	\$3,260,228.03
September-22	\$0.00	\$66,378.93	\$7,722.00	\$34,958.80	\$0.00	\$292,000.00	\$2,859,168.30
October-22	\$15,045.02	\$43,814.69	\$37,176.74	\$41,710.22	\$0.00	\$0.00	\$2,721,421.63
November-22	\$0.00	\$20,233.13	\$10,450.00	\$4,220.00	\$0.00	\$0.00	\$2,686,518.50
December-22	\$102,407.09	\$10,000.00	\$33,459.86	\$27,616.80	\$0.00	\$0.00	\$2,513,034.75
<b>Total YTD Expenditures</b>	\$310,243.63	\$151,478.75	\$183,737.05	\$108,505.82	\$1,000,000.00	\$292,000.00	\$2,045,965.25
<b>Balance of Grant</b>	\$498,756.37	\$273,521.25	\$216,262.95	\$316,494.18	\$0.00	\$1,208,000.00	\$2,513,034.75

## JCLDC Committee Structure

Proposed 2023

Committee Name	Committee Members	Committee Name	Committee Members
<b>Executive</b>	Chairman - Robert E. Aliasso, Jr. Vice Chairman - W. Edward Walldroff Treasurer - Paul Warneck Secretary - Kent Burto Immediate Past Chairman - David Converse	<b>Manufacturing Council</b>	Fred Goutremout George Anderson Tim Sheridan Tracy Gyoerkoe Gregory Hart Rich O'Connor Julie Pecori Steve Lockwood JCLDC Board Rep - Robert E. Aliasso, Jr. Staff - David Zembiec
<b>Personnel</b>	Kent Burto, Chair W. Edward Walldroff Lisa L'Huillier David Converse Rob Aiken		
<b>Governance Standing Committee</b>	W. Edward Walldroff, Chair Paul Warneck Greg Gardner William Johnson		
<b>Audit/Finance Standing Committee</b>	Paul Warneck, Chair Christine Powers David Converse Robert Aiken Robert E. Aliasso, Jr.		
<b>Nominating</b>	Lisa L'Huillier, Chair William Johnson Kent Burto W. Edward Walldroff		
<b>Loan Review</b>	David Converse, Chair Robert E. Aliasso, Jr. Kent Burto Christine Powers John Condino		
<b>Ag Development Council</b>	Paul Mason, Chair Kathryn Canzonier Martha Aschmann Adam Miner Vacant - Legislative Rep Peggy Murray Ronald Robbins Douglas Schelmidine Nick Surdo Stephen Winkler Pat Crast/Rhonda Redder Michael Nuckols Carl Farone/Michelle Capone Tyler McKinney Ron Porter Timothy J. Babcock Rob Aiken Nickey Aubin Scott Zehr Sarah Downey JCLDC Board Rep - W. Edward Walldroff Staff - Jay Matteson	<b>Marketing Council</b>	Peter Whitmore, Chair Corey Fram Kevin Richardson Kylie Peck Leslie Distefano Kelly Reinhardt Cindy Lawrence JCLDC Board Rep - Lisa L'Huillier Staff - Marshall Weir
		<b>Communications Ad Hoc Committee</b>	Greg Gardner Lisa L'Huillier Staff - Marshall Weir
		<b>Ag Ad Hoc Committee</b>	W. Ed Walldroff Christine Powers Rob Aiken Staff - Jay Matteson

Jefferson County Local Development Corporation  
 800 Starbuck Avenue, Suite 800  
 Watertown, NY 13601  
 (315) 782-5865

2022 Board Attendance

Name	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Aiken, Robert	P	P	P	P	P	E	P	P	P	P	E	E
Aliasso, Robert	P	P	P	P	P	P	P	P	P	P	P	P
Burto, Kent	P	P	P	P	E	E	E	P	P	E	P	P
Converse, David	P	P	E	P	P	P	E	P	P	P	P	P
Gardner, Gregory	P	P	E	P	E	P	P	P	P	P	P	P
Jennings, John	P	P	E	A	P	P	E	P	E	E	P	P
Johnson, William	P	P	P	P	P	P	P	P	E	P	P	P
L'Huillier, Lisa	P	P	P	P	P	P	P	P	P	P	P	P
Powers, Christine	P	P	E	P	P	P	P	P	P	P	P	E
Walldroff, W. Edward	P	P	P	A	P	P	A	P	A	P	P	P
Warneck, Paul	P	P	P	P	P	P	P	P	P	P	P	P
<b>Totals:</b>	<b>11</b>	<b>11</b>	<b>7</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>7</b>	<b>11</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>9</b>
P - Present												
E - Excused												
A - Absent												