

**Jefferson County Local Development Corporation
Annual Board Meeting Minutes
January 5, 2023**

The Jefferson County Local Development Corporation held their annual board meeting on Thursday, January 5, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Robert E. Aliasso, Jr., Paul Warneck, Lisa L’Huillier, David Converse, W. Edward Walldroff, Rob Aiken, Christine Powers, John Condino

Zoom – Gregory Gardner

Excused: William Johnson, Kent Burto

Absent: None

Also Present: Justin Miller, Esq. (Zoom), Craig Fox from the Watertown Daily Times (Zoom)

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

I. Call to Order: Chairman Aliasso called the meeting to order at 8:34 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 meeting held December 1, 2022 were presented. A motion to approve the minutes as presented was made by Mr. Converse, seconded by Ms. L’Huillier. All in favor. Carried.

V. Treasurer’s Report: Mr. Warneck reviewed the financials for the period ending December 31, 2022. He said the total liabilities/capital were up compared to last year. He said that all of the loans are in the same position as last month. A motion was made by Mr. Aiken to accept the financial report as presented, seconded by Ms. Powers. All in favor. Carried.

VI. Committee Reports:

a. Audit Committee

i. Resolution No. 01.05.2023.01 to Engage Auditors for 15-month Audit – Mr. Aliasso said that the Audit Committee met on December 16, 2022 for a pre-audit meeting with Bowers & Company for the upcoming 15-month audit (10/1/21 – 12/31/22). The audit is scheduled to start on January 26, 2023. 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.

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

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- b. Nominating Committee** – Ms. L’Huillier said that the Nominating Committee met on November 23, 2022 to select and recommend the slate of officers for 2023 and to recommend reappointment of Christine Powers.
 - i. Resolution No. 01.05.2023.02 to Elect Officers** – Ms. L’Huillier said the Nominating Committee is recommending the following slate of officers for 2023: Chairman – Robert E. Aliasso, Jr., Vice Chairman – W. Edward Walldroff, Treasurer – Paul Warneck, and Secretary – Kent Burto. A motion was made by Ms. L’Huillier to approve the resolution, seconded by Mr. Converse. All in favor. Carried.
 - ii. Resolution No. 01.05.2023 to Re-Appoint Board Member Christine Powers** – Ms. L’Huillier said that Ms. Powers agreed to serve another term. She said the JCIDA approved the re-appointment earlier this morning with a term to expire December 31, 2027. A motion was made by Mr. Aiken to approve the resolution, seconded by Mr. Warneck. All in favor, except for Ms. Powers who recused herself from the vote. Carried.

VII. Council Reports:

- a. Ag** – No report.
- b. Manufacturing** – Mr. Zembiec said that we held a joint manufacturing roundtable with Lewis County in December. He said they discussed challenges with workforce recruitment. He said the manufacturers indicated that business is up and that they have incorporated some new efficiencies despite the workforce challenges. He said there will be follow up with BOCES and JCC to see if they can offer a program for candidates to obtain the skills needed.

Childcare – Mr. Warneck asked about the status of the childcare initiative. Mr. Zembiec said that the program is moving along and will have another cohort graduating soon which will provide another 80 slots. He said that he will be setting up a meeting with the Department of Defense to discuss what New York State must do to opt into a new program to cover daycare costs for military families.

- c. Marketing** – Mr. Weir said that Ms. Stephenson will be sending out a newsletter next week. Ms. Stephenson said that she will be highlighting clients in the newsletter and is working on beefing up our social media presence.

Visitations – Mr. Weir said that staff has re-started tours of local businesses to check on progress and to see if they are facing any issues.

Mr. Walldroff suggested taking a day for board members to visit some of our active projects. Board members agreed that half day tour sessions would be beneficial. Mr. Converse said that in the past, staff and two to three board members would go on visitations. He felt that it was important for customers to see board members engaged as well as staff.

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VIII. Unfinished Business:

- 1. ARPA Funds Report** – An updated spreadsheet showing the grant fund activity was provided in the board packet. Mr. Zembiec pointed out that although the spreadsheet shows the unexpended balance, it does not show that most of the unexpended funds are actually committed. He said the spreadsheet will be updated and show it in the future.

Mr. Aliasso asked Mr. Weir if he can provide metrics to illustrate success of the programs. Mr. Weir said yes.

IX. Counsel: None.

X. New Business:

- 1. Proposed Committee Structure** – A motion was made by Ms. Powers to approve the proposed committee structure, seconded by Ms. L’Huillier. All in favor. Carried.

Mr. Warneck asked if the Ag Council keeps minutes of their meetings. Mr. Walldroff said yes. Mr. Warneck said that they should be shared with board members.

XI. Adjournment: With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Ms. L’Huillier. All in favor. The meeting adjourned at 9:01 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.



David J. Zembiec, CEO

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.



David J. Zembiec, CEO

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.



David J. Zembiec, CEO