

**Jefferson County Local Development Corporation
Board Meeting Minutes
March 9, 2023**

The Jefferson County Local Development Corporation held their board meeting on Thursday, March 9, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Paul Warneck, Lisa L’Huillier, David Converse, W. Edward Walldroff, Christine Powers, John Condino, William Johnson, Kent Burto, Rob Aiken

Zoom: Robert E. Aliasso, Jr., Gregory Gardner

Excused: None

Absent: None

Also Present: Liz Bush and Andrew Swords from Bowers & Company

Zoom: Cathryn Crummey (Harris Beach), Craig Fox from the Watertown Daily Times, Kurtis Bennett

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

- 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 meeting held February 2, 2023 were presented. A motion to approve the minutes as presented was made by Ms. Powers, seconded by Mr. Johnson. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn’t vote because they were participating via Zoom. Carried.
- V. **Audit Report for 2022 – Bowers & Company:** Liz Bush presented an unmodified clean opinion. A management letter was not issued. She said there were many changes this year – reporting on a 15-month period, implementing the new lease standard, and having a single audit (\$750,000 threshold spent due to ARPA grant funds). She noted that there were no items to report in the Internal Controls. Ms. Bush said that she recommends adopting the Uniform Guidance (Internal Controls) policy similar to the policy JCIDA adopted a few years ago since the LDC is dealing with federal programs now. A motion was made by Mr. Aiken to approve the audit as presented, seconded by Mr. Warneck. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn’t vote because they were participating via Zoom. Carried.

At 8:20 a.m. Chairman Aliasso suspended the JCLDC board meeting to open the JCIDA board meeting for the audit report by Bowers & Company.

JCIDA Audit Presentation – Ms. Bush presented an unmodified clean opinion. A management letter was not issued. She encouraged board members to read the Management Discussion and Analysis which provides useful information. Like the LDC, she said there were many changes this year – reporting on a 15-month period, implementing the new lease standard and having the single audit for the federal programs (ARPA and YMCA DOD grant).

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Mr. Walldroff asked about the acreage reported at the Airport Industrial Park. The report says there is approximately 73 acres at a cost of \$32,965 per acre. Mr. Eaton said the cost per acre includes improvements that have been made. He said the east part of the park is approximately 88 acres and the west is approximately 12.9 acres. He will confirm the acres and Ms. Bush will update the note in the audit report.

Mr. Eaton said that we will have a different firm partner for the audit beginning with the 2023 audit.

A motion will be made in the JCIDA meeting following this meeting. Ms. Bush and Mr. Swords left the meeting.

At 8:41 a.m. Chairman Aliasso closed the JCIDA board meeting and reopened the JCLDC board meeting.

VI. Annual Meeting Resolution No. 03.09.2023.01 – (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. Warneck to approve the resolution, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Condino – Yea, Mr. Aliasso – Abstained (zoom), Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Burto – Yea, Mr. Aiken – Yea, Mr. Gardner – Abstained (zoom), Ms. Powers – Yea. Carried.

VII. Treasurer’s Report: Mr. Warneck reviewed the financials for the period ending February 28, 2023. He noted that the changes to the balance sheet were mostly due to the ARPA grant funds. He said that all of the loans are current. A motion was made by Mr. Burto to accept the financial report as presented, seconded by Ms. Powers. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn’t vote because they were participating via Zoom. Carried.

VIII. Committee Reports: None.

IX. Council Reports:

- a. **Ag** – Mr. Matteson said that information will be sent out soon for the upcoming annual ag conference which will be held on March 31, 2023.

Mr. Matteson said that he recently went to Albany with Farm Bureau members. He commented that the biggest concern he has is with a proposed minimum wage increase that could be tied to inflation.

Mr. Matteson said the next ag council meeting is scheduled for next Tuesday and will include elected officials and/or their representatives.

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Mr. Warneck mentioned soil and water worksheets for ag ceiling exemptions that several towns are experiencing. He said that the Jefferson County Soil & Water office seems to be resistant, but noted that they should realize how extremely important the matter is. Mr. Matteson said that he is hearing similar concerns and will research the issue and provide information.

- b. Manufacturing** – Mr. Zembiec said that we are co-hosting the spring Jefferson-Lewis Manufacturers Alliance breakfast on March 24th at the Hilton Garden Inn. Topics will include legislative updates and an informational session on internship opportunities.
- c. Marketing** – Mr. Weir said that he, Mr. Zembiec and Ms. Robinson recently attended the NYS EDC conference in Albany.

Mr. Weir shared an electronic version of the completed annual report. He said printed copies will be distributed when available. Ms. Powers asked if the financial information in the annual report is tied to the audit. Mr. Weir said yes. Ms. Powers pointed out that the audit was in draft form and can be released when the final audit is in final form. Mr. Weir agreed.

X. Unfinished Business:

- 1. ARPA Funds Report** – An updated spreadsheet showing the grant fund activity was provided in the board packet. There is currently \$59,257.64 uncommitted funds left within the various programs. Mr. Weir said that he receives calls and emails about the grant programs. He said that he developed a waiting list for when funds come available.
- 2. Small Business Productivity Improvement Grant (ARPA)** – Mr. Weir said that there is one recommendation for this program at this time:

TI Land Trust \$9,705.60

Mr. Weir noted that the committee decided that they will not fund the projector.

Chairman Aliasso asked for a motion to approve the recommendation. A motion was made by Mr. Aiken, seconded by Ms. Powers. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn't vote because they were participating via zoom. Carried.

Mr. Weir commented that Ms. Nuffer has done an outstanding job administering the grant programs.

Mr. Johnson said that the new round of ARPA funding should be on the April board of legislators' agenda for consideration.

XI. Counsel: None.

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XII. New Business:

- 1. Proposed Videoconferencing Policy** – Mr. Zembiec said that the state now allows corporations to adopt a videoconferencing policy. He pointed out that there will have to be a quorum in the room in order to have participants vote remotely. He suggested adding a new paragraph to section 4 that says, “When inclement weather creates hazardous travel conditions”. A motion was made by Ms. Powers to approve the policy language as amended, seconded by Mr. Aiken. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn’t vote because they were participating via Zoom. Carried.

Mr. Zembiec said that a public hearing will be held this month and the formal adoption of the policy will occur at the April board meeting.

- 2. Proposed Uniform Guidance – Internal Controls Policy** – Mr. Eaton said that the proposed policy is the result of having federally funded programs (ARPA). A motion was made by Mr. Warneck to approve the policy, seconded by Mr. Johnson. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn’t vote because they were participating via Zoom. Carried.

- 3. Resolution No. 03.09.2023.02 to approve a contract for photography services by Sackets Harbor Photographic Imaging** – A request to enter into a contract for photography services to use in marketing and social media. Contract terms include a base amount of \$4,500 for 9 sessions and special assignments for a cost of \$450 each. Any special editing requests from JCLDC will be billed at \$100 per hour. The contract will expire December 31, 2023.

A motion was made by Mr. Warneck to approve the contract, seconded by Mr. Aiken. All in favor, except for Mr. Aliasso and Mr. Gardner who couldn’t vote because they were participating via Zoom. Carried.

Ms. Powers asked if there is a threshold that is used to determine when the board has to approve a contract. Mr. Zembiec said there is a \$1,000 threshold outlined in the procurement policy.

- 4. Juneteenth Holiday** – Mr. Zembiec said that we didn’t address the new federal holiday last year and asked if it should be recognized or not. Mr. Warneck asked if the County and City are recognizing it. Mr. Johnson said that the County discussed it, but due to union issues they did not approve it. Ms. L’Huillier said the City also discussed it during the CSEA negotiations, but indicated that it was not approved. Mr. Walldroff said that we should stay in line with the County. It was decided not to take formal action until the County does.

- XIII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Converse, seconded by Mr. Warneck. All in favor. The meeting adjourned at 9:18 a.m.

Respectfully submitted,

Peggy Sampson

ANNUAL MEETING RESOLUTION

An annual meeting of the Jefferson County Local Development Corporation was convened on March 9, 2023 at 8:00 a.m.

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

Resolution No. 03.09.2023.01

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 December 31, 2022, 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 2022 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, 2023 through December 31, 2023:

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, 2023 through December 31, 2023: Paul Warneck, Christine Powers, David Converse, Robert Aiken and Robert E. Aliasso, Jr.

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, 2023 through December 31, 2023: 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
Joy E. Nuffer, Finance Assistant
Jay M. Matteson, Agricultural Coordinator
Robin Stephenson, Economic Development Specialist
Peggy S. Sampson, Executive 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 Condino	[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 March 9, 2023, 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 9th day of March, 2023.



David J. Zembiec, CEO

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 03.09.2023.02

RESOLUTION TO APPROVE A CONTRACT FOR PHOTOGRAPHY SERVICES

WHEREAS, the JCLDC lacks an adequate inventory of digital images of any quality to use in our marketing, informational and social media purposes, and

WHEREAS, a request to approve a contract for photography services from Sackets Harbor Photographic Imaging for a base amount of \$4,500 for 9 sessions and special assignments for a cost of \$450 each. Any special editing requests from JCLDC will be billed at \$100 per hour. The contract will expire December 31, 2023, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the request, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary and/or Chief Executive Officer or his designee 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. Zembiel
CEO