

**Jefferson County Industrial Development Agency
Board Meeting Minutes
April 6, 2023**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, April 6, 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

Excused: William Johnson, John Condino

Absent: None

Also Present: Christine Powers

Zoom: Justin Miller, Esq. (Harris Beach), Brian Roy, Esq. (Harris Beach), Craig Fox from the Watertown Daily Times

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 8:42 a.m.
- II. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the meeting held March 9, 2023 were presented. A motion to approve the minutes as presented was made by Mr. Converse, seconded by Mr. Walldroff. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Warneck reviewed the financials for the period ending March 31, 2023. He asked Mr. Eaton about the \$82,500 Felt Mills fee on the miscellaneous receivables report. Mr. Eaton said it is the closing fee for the solar project which was due to close by the end of March but was delayed. Mr. Warneck said approximately \$2.4M has passed through to the YMCA from the DOD grant. He said the total liability and capital on the balance sheet shows a \$34,000 difference from the previous month.

Mr. Warneck reviewed the loan delinquencies. He said that a demand letter was sent to Sarah's Barbershop, Standard Machine and Fabrication has been turned over for legal action, and RBM is in default. After discussion, a motion was made by Mr. Warneck to accept the financial statement as presented, seconded by Ms. L'Huillier. All in favor. Carried.

Executive Session

At 8:46 a.m., a motion was made by Mr. Walldroff to enter into executive session to seek legal advice and to discuss the financials of a particular person or corporation, seconded by Mr. Warneck. All in favor. Board Members, LDC Board Member Powers, Staff and Counsel remained.

At 9:18 a.m., a motion was made by Mr. Converse to leave the executive session, seconded by Mr. Warneck. No action was taken.

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V. Committee Reports:

- a. Alternative Energy Ad Hoc Committee** – Mr. Warneck said the committee did not have a meeting. Mr. Zembiec said that he will be setting up meetings with the taxing jurisdictions for the other two large-scale solar projects – Riverside and Greens Corners.

VI. Unfinished Business:

- 1. 146 Arsenal Street update** – Mr. Zembiec said they continue to attend weekly progress meetings.

VII. New Business:

- 1. Authorizing Resolution No. 04.06.2023.01 for Public Meeting Videoconferencing Policy** – A motion was made by Mr. Warneck to approve the resolution and policy, seconded by Ms. L’Huillier. Roll call vote. Mr. Aliasso – Yea, Mr. Condino – Absent, Mr. Converse – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea. Carried.

- 2. Proposed Bylaws** – The adoption of the videoconferencing policy prompted the change to the bylaws. Mr. Zembiec said the current bylaws did not reference remote meetings. The proposed language is as follows:

Section 5. PARTICIPATION BY VIDEOCONFERENCING. In accordance with the Agency’s Videoconferencing Policy, any one or more members of the board may participate in a meeting of the board or committee by videoconference from non-public locations when necessitated by “extraordinary circumstances” (as identified by the policy) with the following provisions:

- a) Any member attending via videoconferencing from a non-public setting under extraordinary circumstances will not be counted toward a quorum, but will be considered present and may participate and vote.
- b) The number of members participating in person--including any member attending via videoconference in a predetermined and noticed public location, or from a public location under extraordinary circumstances—must constitute a quorum.
- c) Any member participating via videoconferencing must be visible, heard, and identifiable by all members attending in person, as well as members of the public attending in person or via videoconference.
- d) When participating under “extraordinary circumstances” by which a member of the public body may request participation via videoconferences, they must notify the Agency staff by phone or email as soon as the circumstance is presented.

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

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- 3. Authorizing Resolution No. 04.06.2023.02 for Public Water Easement with the Town of Watertown** – Chairman Aliasso read the resolution. A motion was made by Mr. Warneck to approve the resolution, seconded by Ms. L’Huillier. Discussion – Mr. Zembiec pointed out that the shaded area of the map shows that the water line is going in the right of way. All in favor. Carried.

VIII. Counsel: None.

- IX. 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 9:24 a.m.

Respectfully submitted,

Peggy Sampson

**AUTHORIZING RESOLUTION
(Videoconferencing Policy)**

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, April 6, 2023 at 8:30 a.m. at 800 Starbuck Avenue, Watertown, New York 13601.

The meeting was called to order by the Chairman, with the following members being:

Present: Robert E. Aliasso, Jr., David Converse, Lisa L'Huillier, W. Edward Walldroff, Paul Warneck

Absent: John Condino, William Johnson

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

Also Present: Justin Miller, Esq., Brian Roy, Esq., Craig Fox from the Watertown Daily Times

On motion duly made and seconded, the following resolution was placed before the members of the Jefferson County Peekskill Industrial Development Agency:

Resolution No. 04.06.2023.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY ("AGENCY") ADOPTING A
VIDEOCONFERENCING POLICY TO ALLOW THE USE OF VIDEO
CONFERENCING FOR PUBLIC MEETINGS UNDER EXTRAORDINARY
CIRCUMSTANCES PURSUANT TO SECTION 103-A OF THE NEW YORK
PUBLIC OFFICERS LAW

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, as amended (collectively, the "Act"), the Jefferson County Industrial Development Agency (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Section 103-a of the New York Public Officers Law ("POL"), as enacted by Part WW of Chapter 56 of the Laws of 2022, permits public bodies such as the Agency to authorize their members to attend meetings by videoconference from locations that are not open to the public ("private locations"), when necessitated by "extraordinary circumstances," provided that (i) the number of members of the public body who attend the meeting at location(s) where the public can attend is at least equal to the number required to satisfy the public body's quorum requirement, (ii)

the public body has established written procedures governing member and public attendance consistent with Section 103-a of the POL, (iii) such written procedures are conspicuously posted on the public website of the public body, and (iv) the other criteria specified in Section 103-a of the POL are satisfied; and

WHEREAS, Agency staff, in consultation with the Agency's general counsel, have prepared a draft policy in compliance Section 103-a of the POL entitled **Public Meeting Videoconference Policy** (the "Videoconferencing Policy") attached hereto as **Exhibit A**; and

WHEREAS, Section 103-a(2)(a) of the POL requires that the Agency must adopt a resolution after a public hearing (the "Public Hearing") in order to authorize videoconferencing from a private location and as described within the Videoconferencing Policy; and

WHEREAS, the Agency duly scheduled, noticed and conducted the Public Hearing on March 9, 2023 and the Agency has taken into consideration all comments received; and

WHEREAS, the Agency deems it necessary and appropriate for the board and all committees or subcommittees of the Agency now existing or hereafter established be authorized to use videoconferencing to conduct meetings in the manner contemplated by Section 103-a of the POL.

NOW, THEREFORE, BE IT RESOLVED BY THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby approves and adopts the Videoconferencing Policy and authorizes the Agency and any and all committees or subcommittees of the Agency now existing or hereafter established to use videoconferencing to conduct meetings in the manner authorized by Section 103-a of the POL, including meetings where a member who is unable to be physically present at any such meeting location due to extraordinary circumstances is permitted to attend and participate in the meeting by videoconferencing from a remote location that is not open to the public.

Section 2. The Agency directs that the Videoconferencing Policy be conspicuously posted on the public website of the Agency in compliance with Section 103-a of the POL.

Section 3. Any and all actions heretofore taken or authorized by the Agency and/or its members, officers, employees and agents with respect to this Resolution are hereby ratified, approved and confirmed in all aspects.

Section 4. This Resolution shall take effect immediately upon adoption.

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

	<u><i>Yea</i></u>	<u><i>Nea</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Robert E. Aliasso, Jr.	[X]	[]	[]	[]
John J. Condino	[]	[]	[X]	[]
David J. Converse	[X]	[]	[]	[]
William W. Johnson	[]	[]	[X]	[]
Lisa L'Huillier	[X]	[]	[]	[]
W. Edward Walldroff	[X]	[]	[]	[]
Paul Warneck	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

I, the undersigned Secretary of the Jefferson County Industrial Development Agency, DO
HEREBY CERTIFY:

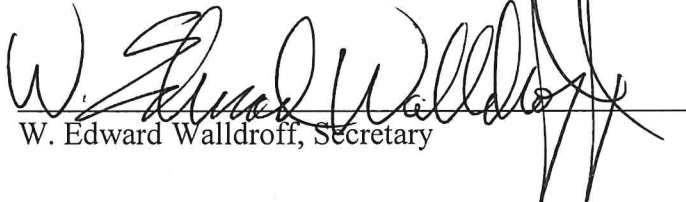
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson
County Industrial Development Agency (the "Agency") including the resolution contained
therein, held on April 6, 2023, with the original thereof on file in my office, and that the same is a
true and correct copy of the proceedings of the Agency and of such resolution set forth therein and
of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency 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 Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency 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 seal of said Agency this 6th
day of April, 2023.


W. Edward Walldroff, Secretary

[SEAL]

EXHIBIT A

Video Conferencing Policy

(See Attached)

**Jefferson County Industrial Development Agency
Public Meeting Videoconference Policy**

The Jefferson County Industrial Development Agency (the "Agency") hereby establishes this policy to allow for attendance by members of the board and members of the public via videoconference at any open meeting of the board of directors or any committee or subcommittee meeting and is established in accordance with the laws of 2022 of the State of New York within the Public Officers Law a.k.a. Open Meetings Law. <https://opengovernment.ny.gov/open-meetings-law>

This internal agency policy sets forth the options for attendance at public meetings of this public body either in person, via videoconference at a public location, or via videoconference at a non-public location due to "extraordinary circumstances" being experienced by a member who still wishes to attend.

This policy defines these "extraordinary circumstances" by which a member may participate in a meeting of the board or committee via videoconferencing in a non-public venue and establishes the procedures for notifying the agency staff in order to verify the extraordinary circumstance and sets forth a method for updating the public on opportunities to attend via videoconference.

1. Open Meeting Law states that a quorum of the board must be present in-person at a predetermined time and public location wherein the meeting will be conducted. Any member attending via videoconference in a predetermined and noticed public location may count toward quorum.
2. Any member attending via videoconference in a non-public setting under "extraordinary circumstances" will not be counted toward a quorum, but may nevertheless participate and vote. Any member attending via videoconference in a public setting under "extraordinary circumstances" will be counted toward a quorum, and may participate and vote.
3. When participating under "extraordinary circumstances" by which a member of the public body may request participation via videoconferences, they must notify the agency staff by phone or email as soon as the circumstance is presented. The staff will present the information to the chair of the board and the Chief Executive Officer for final determination.
4. Extraordinary circumstances allowed by this agency are:
 - a. Physical Disability whereby they are unable to meet in a physical location.
 - b. Illness whereby they are under direct orders from a doctor not to attend in-person meetings.
 - c. Caregiver responsibilities whereby they are the only option for attending to the physical care of a minor or other dependent or family member.
 - d. Work-related restrictions whereby their place of business does not allow for participation at in-person meetings outside the parameters of their business

Jefferson County Industrial Development Agency
Public Meeting Videoconference Policy

- location. Written policy for the employer or place of business must be signed by the member and on file with the agency.
- e. When inclement weather creates hazardous travel conditions.
 - f. Other significant or unexpected, unforeseen factors or events which preclude attendance must be presented to the agency staff within a reasonable amount of time before the meeting in order to approve a videoconference option and to give notice to the public for a videoconference option.
5. Public Notice of an Open Meeting will be posted online in the agency's website and on the public bulletin boards at the physical location.
 6. Pre-established meetings will provide for meeting notice at least 72 hours prior to meeting to announce the time and physical or virtual locations whereby the public can attend and it must account for ADA accommodations or compliance for public attendance.
 7. In the event a member is allowed to participate via videoconference under "extraordinary circumstances," agency staff shall post a public notice on the website with a link to the same videoconference service by which the member will be participating as soon as reasonably possible.
 8. Any member of board or committee participating via videoconferencing must be able to be seen, heard and identified, as well as all members attending in person. Members of the public attending in person or via videoconference will also be asked to identify themselves for the purpose of notation of the minutes.
 9. Minutes of the meeting will delineate the attendance of each member and by what means they are attending, either in person or via videoconference and under which "extraordinary circumstance."
 10. Any meeting of the agency or committee that is conducted with members via videoconference will be recorded and saved for five (5) years.

Adopted this 6th day of April, 2023

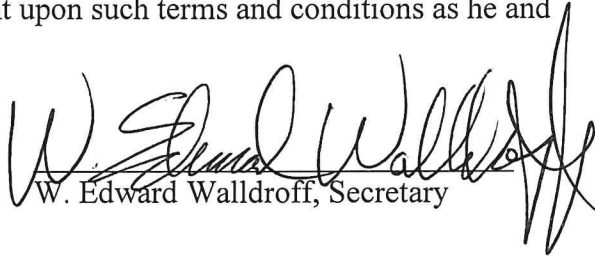
JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. 04.06.2023.02
for
A PUBLIC WATER EASEMENT TO THE TOWN OF WATERTOWN

WHEREAS, The Town of Watertown has requested that the Agency grant an Easement across property owned by the Agency along Route 12F in the Town, for a water line, and

WHEREAS, counsel reviewed the terms of the Easement and recommends approval by the Agency's members, and

BE IT RESOLVED that the Agency grant an Easement to the Town of Watertown for \$1.00 for a permanent and perpetual easement to construct and maintain a water line over and across Real Property owned by the Agency in the Town, and

BE IT FURTHER RESOLVED that the Chief Executive Officer is hereby authorized to execute and deliver the aforesaid Easement upon such terms and conditions as he and Agency Counsel may deem appropriate.


W. Edward Walldroff, Secretary