

**Jefferson County Local Development Corporation
Board Meeting Minutes
April 6, 2023**

The Jefferson County Local Development Corporation 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, Christine Powers, Kent Burto, Gregory Gardner

Excused: John Condino, William Johnson, Rob Aiken

Absent: None

Also Present: Nathan Lehman, Kristie Kimmis and Pam Thomas (BOCES); Steve Lockwood (CITEC); and Cheryl Mayforth (the Workplace)

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 8:00 a.m.
- II. Pledge of Allegiance**
- III. Privilege of the Floor:** Chairman Aliasso invited guests to speak.

NYS School Boards Association Banner Presentation – Mr. Zembiec introduced Pam Thomas who works at our local BOCES and is a regional ambassador for the school boards association. Ms. Thomas said that the New York State School Boards Association (NYSSBA) initiated a recognition program called ‘*Champions of Change*’. She said that she is presenting a banner of gratitude today for the Manufacturing Day program which has shown that it works. She referenced a Watertown Daily Times article that interviewed a manufacturing worker who attended the manufacturing day program while in middle school that sparked an interest and led him to his current job. Ms. Thomas acknowledged the importance of local partnerships for the successful program.

Ms. Thomas, Ms. Kimmis, Mr. Lehman, Ms. Mayforth and Mr. Lockwood left the meeting.
- IV. 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 Ms. Powers. All in favor. Carried.
- V. Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending March 31, 2023. He said that all of the loans are current. A motion was made by Mr. Gardner to accept the financial report as presented, seconded by Ms. Powers. All in favor. Carried.
- VI. Committee Reports:** None.

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VII. Council Reports:

a. Ag – Mr. Matteson provided the following updates:

- Ag Conference – Mr. Matteson said that he is getting good feedback from last week's conference.

- Discussion with Congresswoman Claudia Tenney – The discussion took place at the gathering barn at Old McDonald's Farm. Mr. Matteson said that Congresswoman Tenney's office was not aware of the issues we face for meat processing and indicated that they will look into it as well as the barriers with USDA. He said that they also want to be on the podcast.

- Dairy Parade – The parade is scheduled for June 2nd. This year's theme will be *Red, White & Moo*.

- Farm lawsuit – Mr. Matteson said that he is aware of a lawsuit, but indicated that he cannot discuss particulars of the case at this time.

- Towns Revaluation – Mr. Matteson said that he is helping farms understand their ag assessments.

- Food Resiliency Grants – Mr. Matteson said that the grants are ongoing. He said that some have finished their projects while others have yet to start.

- Dairy Manufacturing Initiative – Mr. Matteson said that he continues to try to attract Fairlife.

- Ag Council – Mr. Matteson said that he will bring a recommendation to next month's meeting to appoint Dani Baker to the vegetable grower's vacant position.

- CWT Farms – Mr. Matteson said that he is assisting them with a grant application. Mr. Warneck asked if the project is on schedule. Mr. Matteson said that it has been delayed due to electrical infrastructure issues.

- Meat Processing – Mr. Matteson said that he continues to work with meat processing.

- Podcast – Mr. Matteson said that the Ag Commissioner's office will be on an upcoming podcast.

- Vet shortage – Mr. Warneck asked if there is still a shortage of vets. Mr. Matteson said yes and indicated that some farms are doing more care on their own.

Mr. Matteson said that Rep. Elise M. Stefanik is forming an ag committee and asked him to join the committee.

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- b. Manufacturing** – Mr. Zembiec said that we co-hosted the spring Jefferson-Lewis Manufacturers Alliance breakfast on March 24th at the Hilton Garden Inn. Topics included legislative updates and an informational session on internship opportunities. He said there will be another session this fall.
- c. Marketing** – Mr. Weir said that we are working with the Workplace for the upcoming Career Jam program that will be held on March 25th. He said there will be 32 schools and over 2,000 students participating.

Mr. Weir said that we will be hosting an import/export 101 program during the month of May.

Mr. Weir thanked Ms. Stephenson for her work on the newsletters. He also thanked Ms. Nuffer for her continued work on the ARPA grant administration.

Mr. Converse said that the organization/staff received high praise during a recent meeting that he was attending with a local manufacturer. He said that Ms. Stephenson was recognized specifically for her assistance to a particular client.

Mr. Walldroff asked what the hits are on the website. Mr. Weir said that we are averaging 500 per month.

VIII. Unfinished Business:

- 1. ARPA Funds Report** – An updated spreadsheet showing the grant fund activity was provided in the board packet. There is currently \$49,552.04 uncommitted funds left within the various programs. Mr. Weir said that he has three on a waiting list.
- 2. Small Business Productivity Improvement Grant (ARPA)** – Mr. Weir said that we originally approved a \$3,520 grant to Sail Ontario, LLC for an autopilot. He said the installation was more than expected and they are requesting to increase their total grant amount to \$6,000. A motion was made by Mr. Warneck to amend the total grant amount to \$6,000 to Sail Ontario, LLC, seconded by Ms. Powers. All in favor. Carried.

Mr. Warneck asked if we require applicants to submit their estimates/quotes from vendors. Mr. Weir said that we request them as well as paid invoices before we release grant funds.

IX. Counsel: None.

X. New Business:

- 1. Authorizing Resolution No. 04.06.2023.01 for Public Meeting Videoconferencing Policy** – Mr. Zembiec said that it is required to have a quorum in the room in order to have participants vote remotely with proper notice, a member attending remotely from a public location can also count toward a quorum. A member attending from a remote private location may participate and vote; but cannot be counted toward a quorum.

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A motion was made by Mr. Gardner to approve the resolution and policy, seconded by Mr. Converse. Roll call vote. Mr. Aiken – Absent, Mr. Aliasso – Yea, Mr. Burto – Yea, Mr. Condino – Absent, Mr. Converse – Yea, Mr. Gardner – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea, Ms. Powers – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea. Carried.

2. Proposed Bylaws – Mr. Zembiec said the adoption of the videoconferencing policy prompted the following change to the bylaws – new language:

In accordance with the Corporation’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:

- i. 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.
- ii. The number of members participating in person – including any member attending via videoconferencing in a predetermined and noticed public location, or from a public location under extraordinary circumstances—must constitute a quorum.
- iii. Any member participating via videoconferencing must be visible, heard, and identifiable by all members attending in person, as well as by members of the public attending in person or via videoconference.
- iv. When participating under “extraordinary circumstances” by which a member of the public body may request participation via videoconferences, they must notify the Corporation staff by phone or email as soon as the circumstance is presented.

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

XI. Adjournment: With no further business before the board, a motion to adjourn was made by Ms. L’Huillier, seconded by Ms. Powers. All in favor. The meeting adjourned at 8:42 a.m.

Respectfully submitted,

Peggy Sampson

**AUTHORIZING RESOLUTION
(Videoconferencing Policy)**

A regular meeting of the Jefferson County Local Development Corporation was convened on April 6, 2023, at 8:00 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., Kent Burto, David Converse, Gregory Gardner, Lisa L’Huillier, Christine Powers, W. Edward Walldroff, Paul Warneck

Absent: Robert Aiken, 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 directors of the Jefferson County Local Development Corporation:

Resolution No. 04.06.2023.01

RESOLUTION OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION (THE “CORPORATION”) 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, pursuant to Section 1411 of the Not-For-Profit Corporation Law (“N-PCL”) of the State of New York, the Jefferson County Local Development Corporation (“JCLDC”) was established as a domestic, not-for-profit local development corporation pursuant to a Certificate of Incorporation (the “Certificate”) to undertake certain charitable and public purposes, among other things, including relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the County of Jefferson, New York (the “County”) by attracting new industry to the County or by encouraging the development of, or retention of, an industry in the County, and lessening the burdens of government and acting in the public interest; 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 Corporation 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, Corporation staff, in consultation with the Corporation'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 Corporation 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 Corporation duly scheduled, noticed and conducted the Public Hearing on March 9, 2023 and the Corporation has taken into consideration all comments received; and

WHEREAS, the Corporation deems it necessary and appropriate for the board and all committees or subcommittees of the Corporation 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 DIRECTORS OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Corporation hereby approves and adopts the Videoconferencing Policy and authorizes the Corporation and any and all committees or subcommittees of the Corporation 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 Corporation directs that the Videoconferencing Policy be conspicuously posted on the public website of the Corporation in compliance with Section 103-a of the POL.

Section 3. Any and all actions heretofore taken or authorized by the Corporation 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>Yea</u>	<u>Nea</u>	<u>Absent</u>	<u>Abstain</u>
Robert J. Aiken	[X]	[]	[X]	[]
Robert E. Aliasso, Jr.	[X]	[]	[]	[]
Kent D. Burto	[X]	[]	[]	[]
John J. Condino	[]	[]	[X]	[]
David J. Converse	[X]	[]	[]	[]
Gregory A. Gardner	[X]	[]	[]	[]
William W. Johnson	[]	[]	[X]	[]
Lisa L'Huillier	[X]	[]	[]	[]
Christine A. Powers	[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 Local Development Corporation,
DO HEREBY CERTIFY:


That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Local Development Corporation (the "JCLDC") 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 JCLDC 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 JCLDC 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 JCLDC 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 JCLDC this 6th
day of April, 2023.



Kent D. Burto, Secretary

[SEAL]

EXHIBIT A
Video Conferencing Policy
(See Attached)

Jefferson County Local Development Corporation Public Meeting Videoconference Policy

The Jefferson County Local Development Corporation (the "Corporation") 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 Corporation 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 Corporation 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 Corporation 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 administrative director for final determination.
4. Extraordinary circumstances allowed by this Corporation 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 location. Written policy for the employer or place of business must be signed by the member and on file with the Corporation.

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- 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 Corporation 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 Corporation'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," Corporation 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 Corporation 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