

**Jefferson County Local Development Corporation  
Annual Board Meeting Minutes  
January 4, 2024**

The Jefferson County Local Development Corporation held their annual board meeting on Thursday, January 4, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** Robert E. Aliasso, Jr., Paul Warneck, Christine Powers, W. Edward Walldroff, John Condino, William Johnson, Kent Burto, Lisa L’Huillier, Rob Aiken, David Converse  
**Zoom:** Gregory Gardner

**Excused:** None

**Absent:** None

**Also Present:** Joseph Frateschi, Esq. (Harris Beach)  
**Zoom:** Justin Miller, Esq. (Harris Beach), Craig Fox (Watertown Daily Times)

**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 8:00 a.m.
- II. Pledge of Allegiance**
- III. Privilege of the Floor:** Guests were invited to speak. No one spoke.
- IV. Minutes:** Minutes of the meeting held December 7, 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 December 31, 2023. He said that this is the last report for 2023 and indicated that net over expenses is approximately \$284,000. He also said that it appears that expenses will be approximately \$60,000 under budget. He reported that all loans are current. A motion was made by Mr. Condino to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.
- VI. Committee Reports:**
  - a. Audit Committee**
    - i. Resolution No. 01.04.2024.01 to Engage Auditors for Annual Audit –** The Audit Committee met on December 15, 2023 and recommended approval of the engagement letter presented by Bowers & Company. The fee will be \$7,000 for the audit, \$3,000 for the single audit and \$1,000 for the preparation of information returns for a total of \$11,000. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. All in favor. Carried.
  - b. Personnel Committee –** Mr. Burto reviewed the minutes.

**Executive Session**

At 8:06 a.m. a motion was made by Mr. Burto to enter into executive session to discuss the employment history of a particular person, seconded by Mr. Walldroff. Board Members and Attorney Miller remained.

**Jefferson County Local Development Corporation  
Annual Board Meeting Minutes  
January 4, 2024**

At 8:33 a.m. a motion was made by Mr. Converse to leave executive session, seconded by Mr. Warneck. All in favor. No action was taken.

- i. **Resolution No. 01.04.2024.02 to Establish Percentage for Discretionary Contribution for year ending 12/31/23** – The Personnel Committee met on December 15, 2023 and recommended 3% of the salary budget for the discretionary contribution to the 401k plan, which amounts to \$17,683. A motion was made by Mr. Warneck to approve the recommendation, seconded by Mr. Burto. All in favor. Carried.
- ii. **Resolution No. 01.04.2024.03 to Adjust Sick Leave Provision in the Employee Handbook** – The Personnel Committee is recommending an increase in sick leave from seven days to ten days. A motion was made by Ms. L’Huillier to approve the recommendation, seconded by Mr. Johnson. All in favor. Carried.
- iii. **Resolution No. 01.04.2024.04 for CEO Salary Increase** – The Personnel Committee recommended a 3% salary increase for David Zembiec effective December 18, 2023. A motion was made by Mr. Converse to approve the recommendation, seconded by Ms. Powers. All in favor. Carried.

**Employee Handbook** – Mr. Zembiec said that we have engaged a firm to review the employee handbook. He said the review is complete and will be meeting to go over some recommendations.

**c. Governance Committee**

- i. **Resolution No. 01.04.2024.05 for Annual Internal Policy and Procedure Review** – The Governance Committee met on December 15, 2023 to review the bylaws, mission statement/performance measurements, the disposition of real property guidelines, investment policy with internal controls and the procurement policies. There were no changes. Mr. Walldroff said the performance measurement results for 2023 will be reviewed in March. A motion was made by Ms. Powers to approve the resolution, seconded by Mr. Walldroff. All in favor. Carried.
- ii. **Summary Results of Confidential Evaluation of Board Performance** – The Governance Committee reviewed the board evaluations. Mr. Walldroff said they were consistent with last year’s results and indicated that there are no problematic areas to address. Mr. Converse suggested having Attorney Miller review with the board/staff the topic pertaining to question number 10 (The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law) at a future meeting. The summary will be sent to the ABO.

**VII. Council Reports:**

- a. **Ag** – No report.
- b. **Manufacturing** – Mr. Zembiec said that he is reaching out and is in the process of reconstituting the manufacturing council since several of the members have retired or moved to other jobs.

**Jefferson County Local Development Corporation  
Annual Board Meeting Minutes  
January 4, 2024**

**c. Marketing** – Mr. Weir updated the board on the following items:

- Website – He said that our web hosting is now with Williams Media who is operating as Houston since Atlas advertising sold their business to them. He said we now have additional security and will be ADA compliant. Mr. Walldroff asked how much it will cost. Mr. Weir said approximately \$400 per quarter.
- Advertising – Mr. Weir said that we will be advertising in the Sackets Harbor visitor guide and will continue to support the Chamber. Ms. Powers asked if we advertise on the river. Mr. Weir said yes, but indicated that a new contract hasn't been executed.
- Deferiet Site – Mr. Weir said there is progress for redeveloping the site and discussion for a potential project. Mr. Zembiec said there is a Restore NY grant to clean up the site and a Brownfield Opportunity Area grant to the Town of Wilna for project planning on the site. Mr. Zembiec said he will discuss options with counsel about forming a separate entity for the site.

**VIII. Unfinished Business:**

- 1. ARPA Funds Report (Round One)** – An updated spreadsheet showing the grant fund activity was provided in the board packet. There is currently \$98,570.74 of uncommitted funds left within the various programs. Ms. Nuffer pointed out that the balance is a moving target since she is cutting checks throughout the month. She thanked the board for their ongoing support and indicated that the grant recipients are very appreciative of the funds.
- 2. ARPA Funds Report (Round Two)** – A spreadsheet showing the grant fund activity was provided in the board packet. There is currently a balance of \$1,240,470.81.

Mr. Weir said there may be a few grant recommendations next month. Mr. Walldroff asked if the grants are reported. Mr. Zembiec said yes and indicated that they are reported in the annual report.

**IX. Counsel:** None.

**X. New Business:**

- 1. Proposed Committee Structure for 2024** – A motion was made by Mr. Warneck, seconded by Mr. Burto to approve the committee structure. All in favor. Carried.
- 2. Proposed Amendment to the Administrative Services Agreement with JCIDA** – Proposed changes:

- Section 3b. Automatic Renewal – change from October to January to reflect the change to a calendar year.
- Section 4a. Compensation – the service fee was changed to \$713,700 payable in equal monthly installments of \$59,475.
- Section 4d. – was removed.

**Jefferson County Local Development Corporation  
Annual Board Meeting Minutes  
January 4, 2024**

A motion was made by Mr. Condino to approve the proposed changes to the Administrative Services Agreement between JCLDC and JCIDA, seconded by Ms. Powers. All in favor. Carried.

3. **David Zembiec Retirement Notice** – Chairman Aliasso said that Mr. Zembiec has submitted his retirement notice. He said that he will have him share the dates and information with the public and media since it's a personal matter. Chairman Aliasso said that he will nominate a committee to start a search to fill the position. Board members thanked and applauded Mr. Zembiec for his years of service.
4. **Weather Policy** – Mr. Zembiec said that we will play it by ear during the winter months and advised board members to use their judgement for traveling in for board/committee meetings unless they hear from him directly about closing or rescheduling.

**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 8:58 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.04.2024.01**  
**to Engage Auditors for Annual Audit**

**WHEREAS**, the Audit Committee met on December 15, 2023 to meet with Bowers & Company CPAs PLLC, and

**WHEREAS**, Bowers & Company presented an engagement letter for the period of January 1, 2023 – December 31, 2023. The fee will be \$7,000 for the audit, \$3,000 for the single audit, and \$1,000 for the preparation of the information returns for a total of \$11,000, 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 D. Burto, Secretary

An annual meeting of the Jefferson County Local Development Corporation convened on Thursday, January 4, 2024 at 8:00 a.m.

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

Resolution No. 01.04.2024.02

RESOLUTION OF **THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION** (the "Corporation") TO MAKE A ONE TIME CONTRIBUTION OF \$17,683 (3%) TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN FOR THE PLAN YEAR 2023.

NOW THEREFORE BE IT RESOLVED BY THE MEMBERS OF THE **JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION** THAT:

THE **JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION** MAKES A ONE-TIME CONTRIBUTION TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN OF \$17,683 FOR PLAN YEAR 2023.

This Resolution is to take effect immediately.

  
Kent Burto, Secretary

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.04.2024.03**

**RESOLUTION TO ADJUST SICK LEAVE PROVISION IN THE EMPLOYEE  
HANDBOOK**


**WHEREAS**, the Personnel Committee met on December 15, 2023, and

**WHEREAS**, the Personnel Committee recommended increasing sick leave from 49 hours (7 days) to 70 hours (10 days) effective January 1, 2024, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the recommendation, 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 D. Burto, Secretary

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.04.2024.04**

**RESOLUTION FOR CEO SALARY INCREASE**

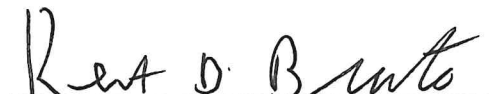
**WHEREAS**, the Personnel Committee met on December 15, 2023 to conduct the Annual CEO Evaluation, and

**WHEREAS**, the Personnel Committee recommended a 3% salary increase effective December 18, 2023, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the recommendation, 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 D. Burto, Secretary



**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 01.04.2024.05**  
**For Annual Internal Policy and Procedure Review**

**WHEREAS**, on December 15, 2023 the JCLDC Governance Committee met to review the listed policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Bylaws
- Mission Statement & Performance Measurements
- Disposition of Real Property Guidelines
- Investment Policy with Internal Controls
- Procurement Policy

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the above internal policies and procedures 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.

  
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Kent Burto, Secretary