

**Jefferson County Local Development Corporation
Board Meeting Minutes
March 7, 2024**

The Jefferson County Local Development Corporation held their board meeting on Thursday, March 7, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: Paul Warneck

Absent: None

Also Present: Joseph Frateschi, Esq. (Harris Beach), Craig Fox (Watertown Daily Times), Laurie Podvin and Lyndi Hill (Bowers & Company)
Zoom: Justin Miller, Esq. (Harris Beach)

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:** Guests were invited to speak. No one spoke.
- IV. Minutes:** Minutes of the meeting held February 1, 2024 were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Mr. Condino. All in favor. Carried.
- V. Audit Report for 2023 (Bowers & Company) - Lyndi Hill, Audit Manager, presented a clean unmodified opinion. She reviewed the audit report. It was noted that five months of the administrative fee with JCIDA was written off. Ms. Hill mentioned the new accounting standard for loans receivable and allowances for credit losses and indicated that this was established during the audit procedures. The COVID loans/grant portion that will be written off have been recorded in this audit.**

Ms. Hill reviewed the significant deficiencies in the single audit related to the ARPA funds. She said that the Corporation failed to identify a grant subrecipient. She said there was a second deficiency for the same matter in that the Corporation did not monitor the subrecipient (since they were not identified as a subrecipient). Mr. Zembiec acknowledged that we did not designate one of the contracts as a subrecipient since we did not effectively understand the distinction. It was also complicated in that a portion of the funds were considered “pass through” subrecipient funds and another portion of the funds in the contract were not. He said that they have now been notified and will be required to submit an audit to us.
- VI. Annual Meeting Resolution No. 03.07.2024.01 (including acceptance of Audit and PARIS Reports, Ratification of Mission Statement, Property Disposition, Investment and Procurement Policies, Election of Officer/Board Committee Positions and Appointment of Staff) – A motion was made by Mr. Walldroff to approve the resolution, seconded by Ms. Powers. Roll call vote. Mr. Converse – Yea, Mr. Condino – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck**

**Jefferson County Local Development Corporation
Board Meeting Minutes
March 7, 2024**

– Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Burto – Yea, Mr. Aiken – Yea, Mr. Gardner – Yea, and Ms. Powers – Yea. Carried.

- VII. Treasurer’s Report:** Chairman Aliasso reviewed the financials for the period ending February 29, 2024. He reported that most of the loans are current except for the two DiPrinzio loans which are 30 days delinquent. A motion was made by Mr. Aiken to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.

Suspend Meeting –

Motion by Mr. Aiken at 8:20 a.m. to suspend the meeting to open the JCIDA board meeting for the 2023 audit report, seconded by Mr. Condino. All in favor.

Reconvene Meeting –

The meeting was reconvened at 8:32 a.m.

VIII. Committee Reports:

- a. Ad Hoc CEO Search Committee –** Mr. Burto said the committee met last Thursday and conducted a couple of interviews.

Executive Session

At 8:33 a.m. a motion was made by Mr. Burto to go into executive session to discuss the appointment of a particular person, seconded by Mr. Aiken. All in favor. Board members and counsel remained.

At 8:42 a.m. a motion was made by Mr. Aiken to leave executive session, seconded by Mr. Condino. All in favor.

Appointment of CEO

Chairman Aliasso said the committee is recommending the appointment of Frank (Marshall) Weir to Chief Executive Officer effective May 3, 2024. A motion was made by Mr. Condino, seconded by Ms. L’Huillier. All in favor. Chairman Aliasso said that an employment contract and job description will be presented at next month’s meeting.

IX. Council Reports:

- a. Ag –** Mr. Matteson said that he has been working with his Food Resiliency grant committee which consists of himself and the Ag team from Cornell Cooperative Extension (CCE). He said that 18 applications were received for the value-added program and that 32 applications were received for the Ag production program. He noted that the committee moved several of the projects to the correct program.

Mr. Matteson said the committee is recommending 19 Value-Added projects for a total amount of \$168,043. He said the County allocated \$100,000 and \$68,615 left from Round 1 will be used to cover the rest.

**Jefferson County Local Development Corporation
Board Meeting Minutes
March 7, 2024**

Mr. Matteson said the committee is recommending 23 Ag Production projects for a total amount of \$368,159. He said the County allocated \$500,000. He said the committee used a ranking system and noted that they did not recommend projects that scored below 50 points. He said the remaining funds will be used for Round 3 later this year.

Mr. Matteson said there will be approximately 71 Ag economic development projects that our team will be managing with help from the CCE team. He said the grants require monitoring for 5 years.

Mr. Matteson encouraged board members to attend the upcoming forum scheduled for March 28, 2024 at 6 p.m. at JCC that will feature Dr. David Kohl. Dr. Kohl will discuss *Future-Proofing your Farm or Business*.

Mr. Matteson noted that he has 20 entries so far for the dairy parade that will be held on June 7, 2024.

Mr. Matteson said that he is still looking for sponsorships for the two events.

Mr. Gardner left the meeting at 9:06 a.m.

- b. Manufacturing** – Mr. Zembiec mentioned the upcoming joint spring manufacturers alliance meeting with Lewis County that will be held on March 22, 2024 at the Hilton Garden Inn. The event will provide an overview of funding for manufacturers and the help available to access it. Manufacturers will learn about funding for facility expansion, growing product lines, export assistance, and workforce training and development.
- c. Marketing** – Mr. Weir thanked Ms. Nuffer for all of her efforts keeping the ARPA grant programs on track. Mr. Weir presented the 2023 annual report PowerPoint. He said printed copies will be available next month.

X. Unfinished Business:

1. Child care:

- a. First Extension to Grant Agreement with Community Action Planning Council** – The grant agreement was previously approved on April 7, 2022 between JCLDC and CAPC to support development of child care in Jefferson County. Mr. Zembiec said the extension extends the agreement through 12/31/24. The extension agreement also allows CAPC to re-allocate funding amounts between the previously approved categories in the original agreement as it deems fit to meet the highest need. CAPC is also now identified as a sub-recipient and therefore is required to conduct a single audit of its administration of the funds and provide the JCLDC a copy. Mr. Zembiec said the program has been successful so far by creating 88 slots and retaining 130 positions. A motion was made by Ms. Powers to approve the extension agreement, seconded by Mr. Burto. All in favor. Carried.

**Jefferson County Local Development Corporation
Board Meeting Minutes
March 7, 2024**

- b. **Child care training contract with JCC (for Cohort 4)** – A Memorandum of Agreement between Jefferson Community College (JCC) and JCLDC for home-based child care training program to expire on May 31, 2025. Per the agreement, JCC will provide project management oversight for the program, lead program recruitment and marketing efforts, provide program components, provide a program coordinator, liaise with the Small Business Development Center and coordinate and host program partner implementation meetings. The JCLDC will provide up to a total of \$18,861 for the program. A motion was made by Mr. Johnson to approve the agreement, seconded by Ms. L’Huillier. All in favor. Carried.
- 2. **ARPA Funds Report (Round One)** – An updated spreadsheet showing the grant fund activity was provided in the board packet. There is currently \$115,900.33 of uncommitted funds left within the various programs.
- 3. **ARPA Funds Report (Round Two)** – A spreadsheet showing the grant fund activity was provided in the board packet. There is currently a balance of \$1,150,661.801. Ms. Nuffer said that she continues to pay out some of the tourism grants for those that are starting their projects.

Ms. Nuffer said that she will be working on grant agreements for the Food Resiliency Grants that are approved today.

XI. Counsel: None.

XII. New Business:

- 1. **Resolution No. 03.07.2024.02 to authorize charge off of administrative services to in-kind services** – A request to charge off \$294,697.90 for the JCIDA administrative services billing to in-kind services ending 12/31/23. A motion was made by Mr. Burto to approve the request, seconded by Mr. Aiken. All in favor. Carried.
- 2. **Food Resiliency Grant Recommendations (ARPA Round 2)** – The committee made the following recommendations:

Value – Added

John Buneta (poultry)	\$10,000
Bart’s Apples (apples and cider)	\$10,000
North Branch Farm/Canzonier (vegetables)	\$6,596
Cedar Dell Angus Meats (hogs and beef)	\$10,000
Country Cousins Farm (dairy and proteins)	\$10,000
Rustling Grass Farm (fruits, vegetables, proteins)	\$8,623
Seaway Cold Hardy Grapes (fruits and jams)	\$8,835
Walnut Grove Apiaries (honey)	\$10,000
Hawk and Crow Acres (goat dairy products)	\$10,000
Rock and Jam (fruits and vegetables)	\$4,990
Sticky Dicks (honey)	\$8,309
Beese Apiaries (honey)	\$9,000
Groen Family Farm (poultry)	\$10,000
Widrick Maple (maple syrup)	\$7,200

**Jefferson County Local Development Corporation
Board Meeting Minutes
March 7, 2024**

Zoar Tapatree (fruits)	\$9,000
Steiners Running Wild Maple Syrup (maple syrup)	\$10,000
Elmer Creek Farm (grains, fruit)	\$10,000
Maplewood Sweets (maple syrup)	\$8,000
Euro Farms (fruits and vegetables)	<u>\$7,490</u>
TOTAL	\$168,043

A motion was made by Ms. Powers to approve the value-added grant recommendations, seconded by Mr. Condino. All in favor. Carried.

Production Agriculture

Northern Lights Nursery (vegetables, fruit)	\$20,000
Seaway Cold Hardy Grapevines (fruit)	\$19,444
Lucki7 Livestock Co. (beef)	\$20,000
North Branch Farms (fruits and vegetables)	\$17,000
Northrop Farms (grass fed lamb)	\$20,000
Hy Light Farms LLC (milk)	\$20,000
Barts Apples (fruit and apples)	\$10,000
Sandstone Ridge Farm (vegetable – garlic)	\$17,972
Sheland Farms (dairy)	\$20,000
Rustling Grass Farm (proteins)	\$16,784
Hawk and Crow Acres (dairy)	\$17,431
Walnut Grove Apiaries (honey)	\$15,694
Getman Farms (beef)	\$10,000
Otter Creek Cattle Company (beef)	\$17,910
Elmer Creek Farm (pumpkins, fruit grains)	\$20,000
Maple Valley Farms (maple syrup)	\$10,042
Black Post Ranch (proteins, beef and pork)	\$17,000
Beese Apiaries (honey)	\$15,471
Maplewood Sweets (maple syrup)	\$3,545
Euro Farms (proteins)	\$13,653
Zoar Farm (vegetables)	\$14,850
Groen Family Farm (proteins)	\$20,000
Brown Farm	<u>\$11,363</u>
TOTAL	\$368,159

A motion was made by Mr. Condino to approve the Ag Production grant recommendations, seconded by Ms. Powers. All in favor. Carried.

- XIII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aiken, seconded by Mr. Burto. All in favor. The meeting was adjourned at 9:20 a.m.

Respectfully submitted,

Peggy Sampson

ANNUAL MEETING RESOLUTION

An annual meeting of the Jefferson County Local Development Corporation was convened on March 7, 2024 at 8:00 a.m.

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

Resolution No. 03.07.2024.01

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 re adoption; 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, 2023, 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 2023 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, 2024 through December 31, 2024:

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, 2024 through December 31, 2024: 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, 2024 through December 31, 2024: 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 JEFFRSON) SS:

I, David J. Zembiec, the undersigned Chief Executive Officer 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 7, 2024, 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 7th day of March, 2024.



David J. Zembiec
David J. Zembiec, CEO

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 03.07.2024.02
Authorize Charge Off of Administrative Services Billing to In-Kind Services

WHEREAS, CFO Lyle Eaton recommended charging off \$294,697.90 for the administrative services billing to in-kind services ending 12/31/23, 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