

**Jefferson County Industrial Development Agency
Special Board Meeting Minutes
September 12, 2024**

The Jefferson County Industrial Development Agency held a special board meeting on Thursday, September 12, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Robert E. Aliasso, Jr., Chair, David Converse, Paul Warneck, W. Edward Walldroff, Lisa L’Huillier, John Condino
Zoom: William Johnson

Excused: None

Absent: None

Also Present: Marshall Weir, Jay Matteson, Lyle Eaton, Peggy Sampson, Robin Stephenson, Christine Powers, Rob Aiken, Craig Fox (Watertown Daily Times)
Zoom: Justin Miller, Esq. (Harris Beach)

I. Call to Order: Chairman Aliasso called the meeting to order at 8:00 a.m.

II. Pledge of Allegiance

III. Special Business:

1. Approving Resolution No. 09.12.2024.01 for the Business Complex Infrastructure Project – Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. Discussion ensued.

Mr. Condino asked if the contract with BCA includes inspection services. Mr. Weir said yes but indicated that he wasn’t sure if it was for full-time. He said that he would find out. Mr. Condino said that the contract should be amended if it does not include inspection services.

It was suggested that the Building and Grounds committee be utilized to review the contracts related to this project.

Mr. Condino commented that he has not seen the design, but is wondering if what is being installed is appropriate for future development. Mr. Weir said the resolution outlines the water main and sewer details.

Chairman Aliasso noted that the board did not have all of the data collected during their meeting last week which is why the board is meeting today. He said the project is slated to be completed by the end of the year. Mr. Weir said that the grants for the project have been extended beyond December 31, 2024.

Today’s action is to authorize the execution of the bid award. The Building and Grounds committee will meet next Wednesday, September 18, 2024 at 8 a.m. to review the contract/plans and will work with the CEO to determine the timing for the Notice to Proceed.

Roll call vote. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Condino – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

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Committee Chair Appointment

Chairman Aliasso appointed Mr. Condino as chair of the Building and Grounds committee. A motion was made by Mr. Warneck, seconded by Mr. Walldroff. All in favor. Carried.

2. Executive Session

At 8:22 a.m. a motion was made by Mr. Warneck to enter into executive session to discuss personal finances and potential property disposition of real estate, seconded by Mr. Walldroff. Board Members, LDC Board Members Powers and Aiken, Staff and Counsel remained.

At 9:14 a.m. a motion was made by Mr. Condino to leave the executive session, seconded by Ms. L'Huillier. All in favor. Carried.

Other –

Mr. Matteson informed board members of the upcoming Noon Rotary luncheon to be held next Wednesday at the Old McDonald's Gathering Barn. He said that Dr. Gregory Gardner will reflect on the start of, progression of, and the vision for the future of agriculture.

- IV. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Condino, seconded by Mr. Converse. The special meeting was adjourned at 9:16 a.m.

Respectfully submitted,

Peggy Sampson

AUTHORIZING RESOLUTION

(Business Complex at Watertown International Airport – Water and Sewer Infrastructure)

A special meeting of the Jefferson County Industrial Development Agency was convened on Thursday, September 12, 2024 at 8:00 a.m.

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

Resolution No. 09.12.2024.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING (i) THE SELECTION OF A BIDDER IN CONNECTION WITH THE CONSTRUCTION OF CERTAIN WATER AND SEWER SYSTEM INFRASTRUCTURE IN THE BUSINESS COMPLEX OF WATERTOWN INTERNATIONAL AIRPORT (THE “PROJECT”, AS DESCRIBED HEREIN); (ii) THE EXECUTION AND DELIVERY OF A CERTAIN CONSTRUCTION CONTRACT WITH NORTH COUNTRY CONTRACTORS (THE “CONTRACTOR”); (iii) THE ADOPTION OF AN UPDATED BUDGET FOR THE PROJECT; (iv) THE DESIGNATION OF THE PROJECT AS A TYPE II ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”); AND (v) THE EXECUTION AND DELIVERY OF VARIOUS DOCUMENTS

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, (the “Act”), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, the Agency is the owner of the Business Complex at Watertown International Airport (the “Park”) located within the Town of Hounsfield, New York (the “Town”) and is in the process of installing water and wastewater infrastructure to accommodate future growth within the Park (the “Agency Infrastructure Project”), including (i) approximately 4,000 linear feet of 8 inch diameter water main with related valves, taps, hydrants and related equipment and improvements to be located within the Park, and (ii) approximately 1,450 linear feet of 3 inch force main sanitary sewer piping, including wastewater collection manholes, valves, collection lines, mains, laterals, and related equipment and improvements, such Agency Infrastructure Project being intended to provide water service and wastewater transmission service for owners of land and facilities to be located within the Park; and

WHEREAS, upon completion of the Agency Infrastructure Project, the Agency contemplates that it will dedicate, convey, sell, transfer, and assign all or portions of its interests, equipment and improvements comprising the Agency Infrastructure Project to the Town for long

term ownership, operation and maintenance, as may be more particularly outlined within a dedication agreement and/or easement agreement to be entered into by the Agency and the Town (the "Dedication Agreement"); and

WHEREAS, the Agency was previously awarded certain grant funding for the Agency Infrastructure Project from the US Department of Commerce – Economic Development Administration ("EDA"), Empire State Development Corporation ("ESDC"), the Dormitory Authority of the State of New York ("DASNY"), the Northern Border Regional Commission ("NBRC"), and National Grid (collectively, the "Grants") whereby the Agency will receive certain qualified reimbursement of the total project costs (the "Reimbursements"); and

WHEREAS, pursuant to and in accordance with applicable law, the Agency's Procurement Policy, and Grant requirements and rules, the Agency previously issued a solicitation for construction bids for the Agency Infrastructure Project, with bids received on August 20, 2024; and

WHEREAS, based upon the Agency's review of the bids received, along with the recommendation of BCA Architects and Engineers ("BCA") as the Agency's project engineer, the Agency desires to (i) accept the \$1,121,300 bid submitted by North Country Contractors (the "Contractor"), and (ii) authorize the execution and delivery of a Construction Agreement with the Contractor (the "Construction Agreement", along with related documents); and

WHEREAS, the Agency has identified the Agency Infrastructure Project as a "Type II Action" as defined by desires to review the proposed Project pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA"), whereby the Agency Infrastructure Project is comprised of the installation of utility lines within an approved subdivision, for which no SEQRA review is required; and

WHEREAS, the Agency further desires to direct the establishment of an updated project budget for the Agency Infrastructure Project.

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

Section 1. Based upon the representations made by the Company to the Agency in the Application, the Agency hereby finds and determines that by virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act.

Section 2. The Agency hereby authorizes the selection of the Contractor as contractor to undertake the Agency Infrastructure Project in accordance with the bid submitted. Any proposed additional scopes of work, change orders or revisions to the scope of the bid solicited and received shall be subject to future Agency review and approval.

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer (or Deputy Chief Executive Officer) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Construction Agreement and related documents in such forms as approved by the General Counsel to the Agency, with such changes as shall be approved by the Chairman, Vice Chairman and/or Chief Executive Officer (or Deputy Chief Executive Officer) and counsel to the Agency upon execution.

Section 4. The Agency hereby directs the establishment of an updated overall project budget for the Agency Infrastructure Project and the establishment of one or more special accounts of the Agency to manage and maintain all project funds, and process all applicable Reimbursements.

Section 5. The Agency authorizes all necessary actions and agreements necessary and required to process and administer the Grants in furtherance of securing all qualified Reimbursements.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, costs, requisitions, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 7. These Resolutions shall take effect immediately upon adoption.

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

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

The resolutions were 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:

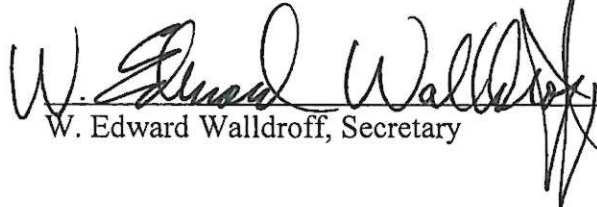
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on September 12, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the 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 12th day of September, 2024.



W. Edward Walldroff, Secretary

[SEAL]

