

**Jefferson County Industrial Development Agency  
Annual Board Meeting Minutes  
January 9, 2025**

The Jefferson County Industrial Development Agency held its annual board meeting on Thursday, January 9, 2025 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** None

**Absent:** None

**Also Present:** Charles Capone  
Zoom: Justin Miller, Esq, (Harris Beach)

**Staff Present:** Marshall Weir, Jay Matteson, Lyle Eaton, Peggy Sampson, Robin Stephenson

- I. **Call to Order:** Chairman Aliasso called the meeting to order at 9:44 a.m.
- II. **Privilege of the Floor:** No one spoke.
- III. **Minutes:** Minutes of the meeting held on December 5, 2024 were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Mr. Converse. All in favor. Carried.
- IV. **Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending December 31, 2024. He said that it is the PILOT/lease-leaseback fees and grant income that make us look like we are falling behind; however, he said everything else looks in line with expenses and the balance sheet from month to month looks fine with no major changes. He reviewed the delinquent accounts – Colleen’s Cherry Tree Inn is running two months behind, and Painful Acres is now eight months behind and could be a write-off issue this year. He mentioned that Attorney Miller said that projects that are in default have a statutory 10% default rate, and he wondered if we should start reporting it that way moving forward (i.e. Convalt is showing in default with the original interest instead of the default interest). After discussion, a motion was made by Mr. Warneck to accept the financial statement as presented, seconded by Mr. Johnson. All in favor. Carried.
- V. **Committee Reports:**
  - a. **Audit Committee**
    - i. **Resolution No. 01.09.2025.01 to Engage Auditors for Annual Audit** – Mr. Warneck reviewed the committee meeting minutes. The Audit Committee met on December 13, 2024 and recommended approval of the engagement letter presented by Bowers CPAs. The fee for the audit and other services is \$13,250. A motion was made by Mr. Converse to approve the resolution, seconded by Ms. L’Huillier. All in favor. Carried.

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**b. Governance Committee**

**i. Resolution No. 01.09.2025.02 for Annual Internal Policy and Procedure**

**Review** – The Governance Committee met on December 13, 2024 to review the bylaws, mission statement/performance measurements the disposition of real property guidelines, investment policy with internal controls, the procurement policy and the proposed project progress assessment and employment verification policy. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Walldroff. All in favor. Carried.

**ii. Proposed Application** – Mr. Walldroff said the changes are a result of the OSC audit follow-up to address audit deficiencies. He said the changes will supply the statistical information and also for the applicants to verify and satisfy the state’s requirements and give us the enforcement we need to go after the information. A motion was made by Mr. Walldroff to approve the application, seconded by Mr. Warneck. All in favor. Carried.

**iii. Summary Results of Confidential Evaluation of Board Performance** – The Governance Committee reviewed the board evaluations. A motion was made by Ms. L’Huillier to accept the summary results, seconded by Mr. Walldroff. All in favor. The summary will be sent to the ABO.

**c. Alternative Energy** – Mr. Warneck said there was a new project in the newspaper for a large-scale solar project that will be in Wilna and the Town of Croghan in Lewis County. He said they filed their three-day notice that they are going to file an application. He said that Mr. Eaton heard about a project on County Route 66 in the Town of Hounsfield for a small solar project that will fall under local zoning. There was discussion that they need to come to the IDA and Mr. Weir confirmed that he has talked with them but indicated that we have not received an application.

Mr. Johnson said he is wondering if we should approach one of the three utility-grade developers and find out if they are thinking about coming to the IDA for a PILOT so we can get ahead of it. Mr. Warneck said that prior to the state’s evaluation model, AES had preliminary discussions with Dave Zembiec, so he would choose to talk with them. Mr. Weir said that he has had discussions about the proposed Wilna project. He said the project will be led by the Lewis County IDA because there will be more of the project in Lewis County. Mr. Warneck said that if Lewis County wants to be the lead, then we want to make sure that their PILOT terms are consistent with ours. Mr. Johnson said that’s why we should address them sooner than later.

Attorney Miller said that his firm is dealing with AES in Franklin County for a 100MW project that involves two towns and one school and also a 200MW deal with Nextera in Cayuga County that involves three school districts and one town. He said there’s a way to allocate the amount of megawatts within a particular tax parcel so the allocation isn’t an issue. He said in regard to the Lewis County project there’s going to be a real divergence of interest because Jefferson County is telling our IDA that we need to charge full taxes on the County millage and that’s not going to happen to Lewis County. He said this project might be big enough for Jefferson County to take a different approach on the financial model, so getting in early and talking about those things could be beneficial. He said the model where

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**Alternate Energy continued -**

they have to pay full tax to one taxing jurisdiction and then get abated on others through a PILOT contract can be done in a formula but said it's going to look a lot different than a straight abatement in Lewis County.

Mr. Walldroff mentioned that OYA is in bankruptcy. Attorney Miller said that we approved a transfer for two of the projects, but noted that it they haven't closed. He said their intended buyer that didn't execute before filing is going to be the stalkinghorse bid to take it out of the bankruptcy and then we would sign the same documents post-filing, but he hasn't received an update from them since before the holidays. He said that they intend to keep our leases and PILOTs in good standing.

- d. **Building and Grounds Committee** – Mr. Condino reported that there was a meeting in December. He said a lot of the meeting was listening to Alex Morgia talk about his concept of putting a sign on the back of his building that faces Interstate 81. He said the committee felt that he needed to make a formal request in order to move forward. Mr. Weir said that he has not received a formal request. Mr. Warneck said that we should find out whether we can even approve it if we wanted to. Mr. Condino agrees but wants to see the facts first to see what is being proposed then we can ask counsel and the town and the zoning and look at those things to see if we can do it and if we would want to do it.

Mr. Condino said the committee also talked about the business complex infrastructure water and sewer project. He said that he and Mr. Weir will schedule a project close-out meeting with the contractor because it is his understanding that the project is complete, and the infrastructure is in. He said that we will be moving forward on the inventory one sheet and would entertain another committee meeting to discuss the BCA concept of the park. Mr. Weir said that he will have BCA pause in order to talk about the details of what the park will look like.

Mr. Johnson said that if we are ever going to make this a shovel-ready site then we need to address getting power to the site. Mr. Condino agreed. Mr. Weir said it is a complicated process.

Mr. Condino said the Town of Hounsfield sewer project is very close to going out to bid. He said there are a couple of details with the DEC that are expected to be completed and approved within the next several months, then the project will go out to bid and be completed this year.

Mr. Johnson said that Mr. Piche is waiting on talking points for a support letter for a grant for the Town of Hounsfield's project. Mr. Weir said he sent it out a couple of weeks ago and indicated that he would follow up.

Mr. Warneck readdressed the signage in the park. He said the deed covenants say that there is a permanent restriction for any sign that has to be on-site use. He said that his point is if that is the legal advice then we are wasting the town's time, Mr. Morgia's time, and everyone's time if that is set in the deed restriction that we don't have the ability to weigh in. Mr. Weir said that Attorney Miller believes that it is pretty cut and dry that the covenant reads something to the effect of advertising the owner's premises.

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**Building and Grounds continued -**

Mr. Weir said that Attorney Miller's opinion at first blush was that the spirit of that was to advertise the business that is in the park, but the covenant itself says to advertise the owner's premises and so he believes that piece was the sticking point because Mr. Morgia said he would be advertising the owner's premises (his business in Sackets Harbor). Mr. Warneck said his point is why waste everyone's time if it is a case of 'we can't do it'.

Mr. Warneck said another issue that came up at the committee meeting was the quality along the 81 corridor with brush and junk. Mr. Weir said it is DOT owned land and indicated that he has had a brief discussion with Jim Lawrence about it and was told that they have started cleaning up some of it.

**VI. Unfinished Business:** None.

**VII. New Business:**

1. **Proposed Committee Structure for 2025** – A motion was made by Mr. Condino to approve the committee structure, seconded by Mr. Warneck. All in favor. Carried.
2. **Resolution No. 01.09.2025.03 to Appoint Board Member to WICLDC Board** – The JCIDA is a member of the Watertown Industrial Center LDC and shall appoint one member to their board of directors. A motion was made by Mr. Warneck to appoint John Condino for a term to expire December 31, 2027, seconded by Mr. Converse. All in favor. Carried.

**VIII. Counsel:** None.

**IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Condino, seconded by Mr. Warneck. All in favor. The meeting was adjourned at 10:16 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 01.09.2025.01**  
**to Engage Auditors for Annual Audit**

**WHEREAS**, the Audit Committee met on December 13, 2024 to meet with Bowers CPAs and Advisors, PLLC, and

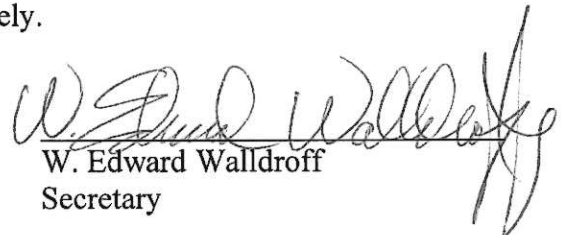
**WHEREAS**, Bowers presented an engagement letter for the period of January 1, 2024 - December 31, 2024 (including JCCFDC and DRC). The fee for the audit and other services will be \$13,250, and

**WHEREAS**, the Audit Committee recommends approval of the engagement letter, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency 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.

  
W. Edward Walldroff  
Secretary

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 01.09.2025.02**  
**For Annual Internal Policy and Procedure Review**

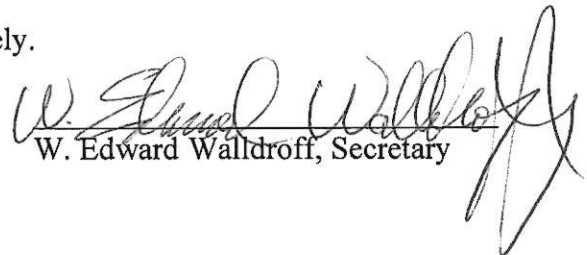
**WHEREAS**, on December 13, 2024 the JCIDA Governance Committee met to review the listed policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Bylaws
- Mission Statement & Performance Measurements
- Disposition of Real Property Guidelines
- Investment Policy with Internal Controls
- Procurement Policy
- Proposed Project Assessment and Employment Verification

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency 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.

  
W. Edward Walldroff, Secretary

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 01.09.2025.03**  
**For Appointment to WICLDC Board of Directors**

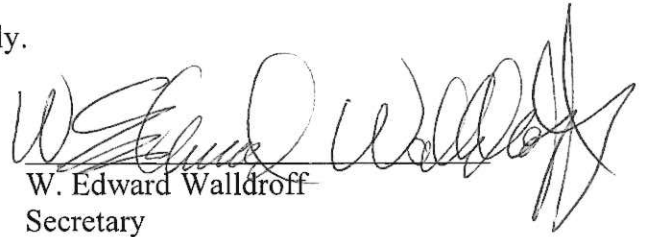
**WHEREAS**, JCIDA is a member of the Watertown Industrial Center Local Development Corporation and shall appoint one member to their board of directors, and

**WHEREAS**, the JCIDA Board of Directors recommends appointing John Condino to the WICLDC Board of Directors for a term to expire December 31, 2027, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency 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.

  
W. Edward Walldroff  
Secretary