

**Watertown Industrial Center Local Development Corporation  
Board of Directors' Meeting  
January 15, 2008  
Minutes**

The Watertown Industrial Center Local Development Corporation held its regular board meeting on Tuesday, January 15, 2008 in the board room of the Jefferson County Job Development Corporation, 800 Starbuck Avenue, Watertown, New York.

**Present:** John Doldo Jr., Paul Morgan, Nickolas Darling, Donald Rutherford

**Others Present:** Billy Soluri, Jim Fayle, Lyle Eaton, Peggy Sampson, Laurie Podvin - Poulsen & Podvin, and Rachel Hanley of the Watertown Daily Times

**Excused:** William Fulkerson, Carolyn Fitzpatrick, Robert Juravich

- I. **Call to Order:** Mr. Rutherford called the meeting to order at 10:00 a.m.
- II. **Minutes:** The minutes of the meeting held October 16, 2007 were presented for approval. A motion was made by Mr. Darling to approve the minutes as presented, seconded by Mr. Morgan. All in favor. Carried.
- III. **Treasurer's Report:** Mr. Fayle reviewed the financial statements for the periods ending October 31, 2007, November 30, 2007, and December 31, 2007. A motion was made by Mr. Morgan to approve the financial statements as presented, seconded by Mr. Darling. All in favor. Carried.

**Report on Audited Financial Statements 7/1/06 – 6/30/07** – Ms. Podvin reviewed the 2006-2007 WICLDC audited financial statements. She indicated that it's a clean opinion with no management letter. There was discussion about Note 8 on page 13 about the cash balance of \$367,130. The balance is insured by the Federal Deposit Insurance Corporation up to \$100,000. Mr. Eaton indicated that the WICLDC is collateralized. It was discussed that staff should see if there is a written agreement. Ms. Podvin stated that since the WIC is collateralized, the note should be removed. A motion was made by Mr. Morgan to approve the audit, seconded by Mr. Darling. All in favor. Carried.

IV. **Correspondence:**

**Cellutech Lawsuit Update** – A letter from Attorney Frank Montemalo indicated that the re-trial previously scheduled for January 7, 2008 has been postponed. Mr. Soluri indicated that the new date will be June 23, 2008. Keith Caughlin will provide an update to the board at the February meeting.

**Current Applications Letter** – The letter received is a formal notification that Current Applications is exercising their Early Termination clause from their lease beginning October 18, 2007. They will be signing a lease with the Watertown Local Development Corporation (WLDC) for the new SPEC building in the City Center Industrial Park with a projected completion date of April 2008. Mr. Fayle indicated that WIC will make a formal request to the WLDC Board regarding the 1 year out clause. Mr. Rutherford abstained from discussion.

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**Henderson Manufacturing Letter** – The letter received is to serve as their written notice of lease cancellation. They plan to occupy the facility until February 15, 2008. They will rent a building located in the Jefferson County Corporate Park.

**Environmental FACT SHEET (November 2007)** – Mr. Soluri included in the packets for review, the public meeting notice that was mailed to the WIC and surrounding homes regarding the New York State Department of Environmental Conservation and New York State Department of Health's approach for evaluating whether soil vapor contamination is emanating from the former New York Air Brake facility. Mr. Soluri indicated that testing has been performed in 14 spots throughout the facility. He indicated that Thomas Festa, DEC Project Manager, will address the board at the February meeting.

**V. Committee Reports:**

**Facility Update** – Mr. Soluri indicated that there are no issues with the facility at this time.

**Leases/Prospects** – Mr. Soluri indicated that he is currently working with tenants whose leases are due to expire in the near future. There are currently two prospects that are looking at space; one looking at the front of Building B and the other at the Henderson Manufacturing space.

**VI. Unfinished Business:**

**VII. New Business:**

**Public Authority Accountability Act of 2005** – Mr. Rutherford indicated that he spoke to Mike Farrah of the Authority Budget Office regarding LDC's complying with the laws for the PAAA. He was told that at this point in time, the ABO is not requiring LDC to comply with Act, although nothing has been confirmed in writing. Mr. Rutherford stated that the decision should be made by the board to continue to comply with the Act at this time. The board made a decision to continue to comply at this time for such things as web site maintenance and annual review of documents that follow.

**Adopt Conflict of Interest Statement** – A motion was made by Mr. Darling to adopt the Conflict of Interest Statement, seconded by Mr. Morgan. All in favor. Carried.

**Approve Indemnification Language** – The indemnification language that was included in the packets for review was supplied by John Sidd of Menter, Rudin & Trivelpiece. Mr. Fayle indicated that this had been done in the past and directors and officers insurance is in place. A motion was made by Mr. Morgan to approve the indemnification language, seconded by Mr. Darling. All in favor. Carried.

**Annual Review of Investment Policy Guidelines and Procedures** – The policy was reviewed internally by staff and included in the packets for review by the board of directors. No changes were made to the document.

**Annual Review of Disposition of Real Property Guidelines** – The guidelines were reviewed internally by staff and included in the packets for review by the board of directors. No changes were made to the document.

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At this time, Mr. Rutherford asked for a motion to convene into Executive session to discuss pending lease negotiations. A motion to convene into Executive Session at 11:03 a.m. was made by Mr. Morgan, seconded by Mr. Darling. All in favor. Carried. Board Members and Staff were present.

At 11:47 a.m. a motion was made by Mr. Darling to leave the Executive Session and reconvene the regular board meeting, seconded by Mr. Morgan. All in favor. Carried. No action was required.

The next WICLDC Board meeting will be February 19, 2008.

- VIII. **Adjournment:** With no further business before the Board, a motion was made to adjourn by Mr. Darling, seconded by Mr. Morgan. All in favor. The meeting adjourned at 11:47 a.m.