

Watertown Industrial Center Local Development Corporation

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BOARD OF DIRECTORS' ANNUAL MEETING

Tuesday, June 19, 2012 - 8:30 a.m.

AGENDA

- I. CALL TO ORDER**
- II. PLEDGE OF ALLEGIANCE**
- III. MINUTES: Regular Board Meeting held April 17, 2012 and Special Meeting held April 24, 2012**
- IV. TREASURER'S REPORT: As of April 30, 2012**
- V. CORRESPONDENCE**
 - a. SPX Monthly Update**
 - b. ESP Repayment Plan**
- VI. COMMITTEE REPORTS:**
 - a. Facility Update – Mr. Soluri (verbal)**
 - b. Leases/Prospects – Mr. Soluri**
 - c. Governance Committee**
 - i. Consideration of Mission Statement**
 - ii. Consideration of Bylaws**
 - iii. Consideration of Policies and Procedures**
 - d. Nominating Committee**
 - i. Consideration of Proposed Slate of Officers for FY 2012-2013**
- VII. UNFINISHED BUSINESS**
- VIII. NEW BUSINESS**
 - a. Building C Entryway Ratification**
 - b. Awning Replacement Request**
 - c. Consideration of JCIDA – WICLDC Administrative Services Agreement for FY 2012-2013**
- IX. ADJOURNMENT**

Next meeting August 21, 2012 at 8:30 a.m.

Watertown Industrial Center Local Development Corporation
Board of Directors' Meeting
April 17, 2012
Minutes

The Watertown Industrial Center Local Development Corporation held its board meeting on Tuesday, April 17, 2012 in the conference room of the JCIDA, 800 Starbuck Avenue, Watertown, New York.

Present: Donald Rutherford, Carolyn Fitzpatrick, Nickolas Darling, Michelle Capone

Others Present: Billy Soluri, Donald Alexander, Lyle Eaton, David Zembiec, Peggy Sampson, and Keith Caughlin, Esq. of Schwerzmann & Wise

Excused: John Doldo, Jr., and J. Paul Morgan

Absent: W. Edward Walldroff

- I. Call to Order:** Mr. Rutherford called the meeting to order at 8:42 a.m.
- II. Pledge of Allegiance**
- III. Minutes:** The minutes of the meeting held February 21, 2012 were presented for approval. A motion was made by Mr. Darling to approve the minutes as presented, seconded by Ms. Fitzpatrick. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Eaton reviewed the financial statements for the period ending February 29, 2012 and March 31, 2012. Mr. Soluri updated the Board that \$200 was collected from Mike Lynch, \$300 from Perry Pecker, and that two checks were suppose to be received today from Junction Boyz.

Ms. Capone asked is there is an allowance for bad debt. Mr. Eaton indicated that there is only if an account is uncollectable.

A motion was made by Mr. Darling to approve the financial statements as presented, seconded by Ms. Fitzpatrick. All in favor. Carried.
- V. Correspondence:**
 - a. SPX Monthly Update** – Mr. Soluri referenced the memo that was included in the packet. He said that the system has been installed and in full operation.
 - b. Environmental Spill Products Past Due Letter/Response** – Mr. Soluri sent Mr. Sharp a past due letter on 3/29/12 asking to make arrangements to come current on his past due rent while keeping rent payments current moving forward. Mr. Soluri commented on Mr. Sharp's handed written note dated 4/5/12. Mr. Soluri said that the WICLDC is not responsible for the missing inventory and that Mr. Sharp is

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responsible for locking his space from both sides. Mr. Soluri also said that he is currently working with Mr. Sharp on a repayment plan.

- c. Perry Pecker Past Due Letter/Response** – Mr. Soluri sent Mr. Pecker a past due letter on 3/29/12 asking to make arrangements to come current on his past due rent while keeping rent payment current moving forward. Mr. Soluri indicated that \$300 was received along with eight post dated checks for \$100 each. He told Mr. Pecker that we were not willing to extend the repayment of the debt out two years. At this time, Mr. Soluri is working with Mr. Pecker to resolve the repayment issue.
- d. Schwerzmann & Wise, P.C. Opinion of Counsel Letter** – Mr. Zembiec indicated that the opinion of counsel letter was required as part of the grant for the reimbursement of the roof project from Empire State Development.

VI. Committee Reports:

- a. Facility Update:** Mr. Soluri updated the Board on the following:
 - Working on general clean up inside the facility.
 - P&M Construction is working on landscaping.
 - He updated the Board on Ferguson's drain issue. Gleason's snaked the drained and estimated \$1500 to remove 10 feet of roots. Mr. Soluri also suggested removing a tree and have it paved by the County that is located between Ferguson and Converse, which could help resolve potential issues in the future. At the Board's authorization, Mr. Soluri will authorize Gleason's to remove the 10 feet of roots and will work on getting numbers together for the demolition and paving prior to the next meeting.
 - Mr. Soluri had Attorney Caughlin review the elevator maintenance contract between the WIC and Thyssenkrupp Elevator Corp.
- b. Leases/Prospects:** Mr. Soluri indicated that there were no prospects at this time. However, he did state that there is 9,000 square feet of space available in Building C that he will start marketing for rent.

VII. Unfinished Business: None.

VIII. New Business:

- a. Joint Defense Letter from JCIDA** – Mr. Rutherford indicated that the letter was provided by the JCIDA to inform the WICLDC Board of the potential cost of the Joint Defense Fund. The letter indicates that the initial contribution from the WIC be based on a percentage of the estimated initial expense and the number of employees servicing the Corporation.

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Mr. Rutherford indicated that if the Home Rule Legislation passes then the employee retirement benefits will be retroactive from 12/31/2012. He said that all of the employees are in the system at different stages in their career and have different levels of concern with the end date of 12/31/2012. He said that if the legislation does not pass, then each of the employees will have to go through the appeals process and there may also be an Article 78 process as well.

Mr. Rutherford said that the WICLDC Board cannot wait until October/November to determine the January 1 transition plan. The WIC needs to know what will happen with the employees as it relates to payroll and benefits package along with other daily functions. He said that the Board needs to have a game plan in place for the new year and can't lose sight of that.

Mr. Alexander said that options are being developed and will be presented to each board.

Ms. Fitzpatrick stated that she thought that the legislation should have been drafted for 12/31/2013 because now the budget has been passed and the representatives do not want to be in Albany and it will be hard to keep them there and/or hard to get them back there to vote on the legislation we need approved now.

Mr. Darling asked where the money would come from to pay for the legal expenses and up to how much would be paid. Mr. Eaton said that it would be paid from the general fund.

Mr. Alexander said that the initial phase is the discovery phase. He said that if the legislative effort fails, then the IDA would proceed to an Article 78. Attorney Caughlin said that an Article 78 could cost hundreds of thousands of dollars.

Attorney Caughlin did not think that the WICLDC Board needed to act or spend any money today.

Ms. Capone suggested that Attorney Caughlin review the confidential Joint Defense Agreement.

Ms. Fitzpatrick was excused from the meeting.

- b. Budget Proposal for FY 2012-2013** – Mr. Rutherford instructed Ms. Sampson to schedule a special meeting next week to discuss and consider the proposed budget. It was suggested to adjust the legal line item to \$50,000.

Mr. Rutherford will ask the JCJDC to appoint a designee for Mr. Doldo. Mr. Alexander indicated that they are taking steps to address Mr. Doldo's absence.

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The annual meeting is scheduled for Tuesday, June 19, 2012 at 8:30 a.m.

- IX. Adjournment:** With no further business before the Board, a motion was made to adjourn by Mr. Darling, seconded by Ms. Capone. All in favor. The meeting adjourned at 10:10 a.m.

Watertown Industrial Center Local Development Corporation
Board of Directors' Special Meeting
April 24, 2012
Minutes

The Watertown Industrial Center Local Development Corporation held a special board meeting on Tuesday, April 24, 2012 in the board room of the WCBI, 800 Starbuck Avenue, Watertown, New York.

Present: Donald Rutherford, Carolyn Fitzpatrick, W. Edward Walldroff, John Doldo, Jr., Michelle Capone

Others Present: Billy Soluri, Lyle Eaton, Peggy Sampson, Keith Caughlin, Esq, and John Doldo III

Excused: J. Paul Morgan

Absent: Nickolas Darling

I. Call to Order: Mr. Rutherford called the meeting to order at 1:12 p.m.

II. Pledge of Allegiance

III. Special Business – Discuss and consider the Proposed 2012-2013 Budget: Mr. Soluri indicated that the budget report should be submitted to PARIS 60 days prior to the start of the fiscal year to be in compliance with the Public Authorities Accountabilities Act. Mr. Soluri reviewed the budget summary.

During the review of the expenses, it was suggested to have one legal line item budgeted instead of having a separate line item labeled 'legal NYS Audit'. After discussion, Mr. Eaton stated that the budget as presented would not be changed; however, future financial statements will have a single line item for all legal expenses incurred.

Mr. Doldo asked why the WICLDC is being asked by the JCIDA to pay for legal expenses toward the Joint Defense in connection to the Comptroller's Investigation of pension benefits.

It was noted that the joint defense letter that was presented at the previous board meeting; however, the Board took no action in regards to the legal defense fund.

Mr. Rutherford indicated that the JCIDA chose to ask each LDC to support their efforts to defend against the Comptroller's Office determination. Attorney Caughlin explained that the indemnification allows for such coverage in the Professional Service Agreement between the WICLDC and JCIDA.

Mr. Rutherford brought Mr. Doldo up to speed regarding the audit of the Comptroller's Office regarding pension benefits.

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Mr. Soluri indicated that the loss includes depreciation. He said that there is currently 12,000 square feet of space available in Building C. He will be showing the space to a prospect tomorrow. Mr. Soluri said the loss is based on the legal line item.

It was noted that the full roof depreciation is \$2,000/month.

After discussion, a motion was made by Mr. Walldroff to accept the 2012-2013 budget with an amendment which combines the two legal lines, seconded by Ms. Fitzpatrick. All in favor. Carried.

- IX. Adjournment:** With no further business before the Board, a motion was made to adjourn by Ms. Fitzpatrick, seconded by Mr. Doldo. All in favor. The meeting adjourned at 2:00 p.m.