

**Watertown Industrial Center Local Development Corporation
Board of Directors' Annual Meeting
June 21, 2011
Minutes**

The Watertown Industrial Center Local Development Corporation held its annual board meeting on Tuesday, June 21, 2011 in the boardroom of the WCBI, 800 Starbuck Avenue, Watertown, New York.

Present: Donald Rutherford, Kevin Jordan, Carolyn Fitzpatrick, Nickolas Darling, William Fulkerson, John Doldo Jr.

Others Present: Billy Soluri, Lyle Eaton, David Zembiec, Peggy Sampson, Keith Caughlin, Esq., Patrick Currier

Excused: Paul Morgan

Absent: None

- I. Call to Order:** Mr. Rutherford called the meeting to order at 8:32 a.m.
- II. Pledge of Allegiance**
- III. Minutes:** The minutes of the meeting held May 10, 2011 were presented for approval. A motion was made by Mr. Jordan to approve the minutes as presented, seconded by Mr. Fulkerson. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Eaton indicated that the April 30, 2011 and May 31, 2011 financial statements were in the packets for review. Mr. Eaton reviewed the financial statements for the period ending May 31, 2011. A motion was made by Mr. Doldo to approve all of the financial statements as presented, seconded by Mr. Jordan. All in favor. Carried.

KBST Flooring - Mr. Eaton recommended writing off the balance of \$1,722.83 for KBST Flooring. As previously discussed, KBST has completed the carpet installation project in Bldg. C to pay down his rent debt. If there was any remaining balance, we could either bill him or write it off. Mr. Soluri indicated that he has been unsuccessful in contacting Ken Pleasant to date. He also indicated that Mr. Pleasant has storage materials located in the Bldg. C three-stall garage that he would like removed. A motion was made by Mr. Fulkerson to write off the balance of \$1,722.83, seconded by Ms. Fitzpatrick. All in favor, except for Mr. Doldo who abstained from voting. Staff will attempt to contact KBST Flooring to remove their items. In the event they are unsuccessful, Staff will work with Attorney Caughlin to address abandoned items.

Mr. Soluri indicated that he sent a draft letter to Attorney Caughlin to review that he will use for tenants that fall two months behind on their rent payments. Attorney Caughlin indicated that he would work with Mr. Soluri on the draft letter and procedure to use when a tenant is past due.

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Hawkeye Decoys, Inc. - Mr. Soluri indicated that he has talked to several people regarding the late rent; however, the owner has not made a payment since the first month's rent. Mr. Soluri suggested sending the late rent letter. The board agreed that a letter should be sent; however, they felt the tenant should either pay in full or be evicted from the premises. Attorney Caughlin will work with Mr. Soluri on this matter.

V. Correspondence:

- a. **SVI-Golder Associates Progress Report** – Mr. Soluri indicated that the Progress Report was activities completed from May 1 – May 31, 2011. He also indicated that draft mitigation document should be received within 30 days.

VI. Committee Reports:

- a. **Facility Update** – Mr. Soluri distributed an update and reported on the following:
 - a. **Parking Lots** – The Highway Department will crack seal the parking lots as a trade off to the warehouse space they utilize at the facility;
 - b. **Building A HVAC Project** – The Project is 90% complete and will be finished by the end of June.
 - c. **Upper Roof Project Building C** – Project is complete and has passed the 30-year warranty inspection. The project cost was \$78,225.
 - d. **Office Project Building C** – Materials ordered/picked up and will be installed during first week of July. The floor will be installed the following week.
 - e. **ServPro Office Project** – Several things need to be completed prior to the move in date of July 11, but the project is progressing.
 - i. **Junction Boyz Inc. Facility Improvements** – Have requested some facility improvements to their leased area. The board felt that Junction would need to pay for any additional material needed to relocate the old air lines from the middle of their space to the shop area and connect them to the air compressor.

Ms. Fitzpatrick indicated that she met with Mr. Sampson on May 25 to discuss the board meeting held on May 10. She said that Mr. Sampson felt uncomfortable and was adamant about not providing his financials for review. She asked and Mr. Sampson told her that Jerry Gardner is his bookkeeper and Deb McAtee is his banker. She suggested it would not necessarily be everyone on the board looking at his financials and that it would be ok to show them and then take them back. Ms. Fitzpatrick also suggested bringing Mr. Gardner in if Mr.

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Sampson so chooses. Ms. Fitzpatrick stated that Mr. Sampson could have Mr. Gardner provide a letter to the board instead of the financials. Finally, she said that Mr. Sampson indicated that he appreciated her visit and would move forward and continue paying the repayment plan ask Mr. Gardner to write a letter for the board.

Mr. Rutherford instructed Mr. Soluri to draft a letter to Mr. Sampson that outlines the WIC's position and that we understand his concerns, but in order to move forward we need to meet in the middle. The board stated they would be willing to forgo their request for financial statements if Mr. Sampson provided the letter from Mr. Gardner and executed the second addendum to the lease agreement.

A motion was made by Mr. Doldo to pursue the second addendum lease agreement as presented, seconded by Mr. Fulkerson.

It was noted that the confession of judgment would not be pursued.

- b. Leases/Prospects** – Mr. Soluri said that Brookfield Power executed a ten-year lease. He also said there is currently one prospect looking to lease 1,700-2,000 square feet.
- c. Governance Committee**
 - a. Proposed Bylaws, Mission Statement, Policies and Procedures** – Mr. Jordan indicated that the Governance Committee met to review all of the documents. Mr. Jordan identified the SEQRA language in the proposed Mission Statement to make the board aware of it and to point out that it will be subject to it once the document is approved. Mr. Jordan also mentioned that there were some minor changes on a few of the policies and procedures along with the addition two new policies which were the Policy for Charge Card Expenditures and the Records Retention and Destruction of Documents Policy. After review and discussion, a motion was made by Mr. Darling to approve all as presented and recommended by the Governance Committee, seconded by Ms. Fitzpatrick. All in favor. Carried.
- d. Nominating Committee**
 - a. Election of Officers for FY 2011-2012** – Mr. Jordan indicated that the Nominating Committee recommended the following slate of Officers for FY 2011-2012:
 - President - Donald Rutherford
 - Vice President - William Fulkerson
 - Treasurer - Nickolas Darling
 - Secretary - John Doldo Jr.

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A motion was made by Ms. Fitzpatrick to accept the proposed slate of officers as recommended by the Nominating Committee, seconded by Mr. Darling. All in favor. Carried.

VII. Unfinished Business:

- a. Buildings B & C Roof Options** – Mr. Soluri indicated that the Facility Committee met recently to discuss the options with Patrick Currier from Aubertine and Currier. He said that the Committee felt that it could wait on the lower roof of Building C because there could potentially be some grant money available at a later date. However, the \$250,000 ESD grant money is available right now if Building B is completed this year if a total of \$1.2 million is spent because the Building A project is already completed. Mr. Currier said that he has hard numbers available for Building C, but would not have them available for Building B until mid August when the bids would be due. The estimated cost is \$436,456.30, which includes a \$25,766.30 contingency.

Mr. Soluri said that Building B has several leaks - some from the roof, but others from poor drainage. He said that the lower roof section of Building C will be silver coated again this year.

Mr. Soluri reported that Independent Commercial Contractors gave a price of \$180,000 to demo the back of Building B, but the price of steel will help to offset the cost so the best price they can give is \$90,860.00.

The board decided that it would be in their best interest to get the hard numbers for Building B. A motion was made by Mr. Darling to authorize Aubertine and Currier to send out an RFP for the Building B Roof Project, seconded by Ms. Fitzpatrick. All in favor. Carried.

VIII. New Business

- a. JCIDA – WICLDC Administrative Services Agreement for FY 2011-2012** – Mr. Rutherford indicated that the agreement is the same from last year except for the dates. After review and a brief discussion, a motion was made Mr. Fulkerson to approve the agreement as presented, seconded by Ms. Fitzpatrick. All in favor. Carried.

- IX. Adjournment:** With no further business before the Board, a motion was made to adjourn by Mr. Darling, seconded by Ms. Fitzpatrick. All in favor. The meeting adjourned at 10:13 a.m.