

**Watertown Industrial Center Local Development Corporation
Board of Directors' Meeting
March 5, 2013
Minutes**

The Watertown Industrial Center Local Development Corporation held a board meeting on Tuesday, March 5, 2013 in the Watertown Local Development Corporation board room, Buck Building, Watertown, New York.

Present: Michelle Capone, Donald Rutherford, Carolyn Fitzpatrick, J. Paul Morgan, Kent Burto, Nickolas Darling

Others Present: Billy Soluri (JCIDA), Dave Zembiec (JCIDA), Craig Fox (Watertown Daily Times), Keith Caughlin (Schwerzmann & Wise, P.C.)

- I. Call to Order:** The meeting was called to order at 8:35 a.m.
- II. Meeting Minutes:** On a motion by Mr. Darling and second by Mr. Morgan the meeting minutes from the January 15, 2013 regular meeting, and the January 29, 2013, February 6, 2013 and February 20, 2013 special meetings were approved. All in favor; motion carried.
- III. Financial Report:** None given.
- IV. Correspondence:** None.
- V. Committee Reports:**
 - i. Restructuring committee met February 20, 2013 and unanimously agreed to recommend the hiring of R. Lampman, B. Soluri and B. Daymont by the WIC LDC. Committee also recommends resolutions under new business to engage payroll services, health insurance benefit provider, purchase accounting software and install phone system.
- VI. Unfinished Business:** None.
- VII. New Business:**
 - i. Committee recommends hiring three employees from the JCIDA with the stipulation that the JCIDA will take care of all vacation and sick time accrued up to the new hire date. On a motion by Ms. Fitzpatrick and second by Mr. Burto, the WIC LDC agrees to hire B. Soluri and R. Lampman effective April 1, 2013 and hire B. Daymont effective after April 25, 2013. All in favor; motion carried.
 - ii. On a motion by Mr. Darling and second by Mr. Burto, the WIC LDC agrees to engage Benefit Services Group to administer its health insurance through Blue Cross

- Blue Shield's Simply Blue Program, as well as dental, vision, and disability insurance for employees of the WIC LDC. All in favor; motion carried.
- iii. On a motion by Ms. Fitzpatrick and second by Mr. Darling, the WIC LDC agrees to engage Paychex for payroll accounting services. All in favor; motion carried.
 - iv. On a motion by Mr. Burto and second by Mr. Darling, the WIC LDC authorizes Mr. Soluri to purchase accounting software compatible with the JCIDA's accounting system. All in favor; motion carried.
 - v. Mr. Soluri presented the board with two quotes for installation of a new phone system. On a motion by Mr. Morgan and second by Ms. Fitzpatrick, with Mr. Darling abstaining, the WIC LDC agrees to engage the low quote, CREG Systems, to install the phone system. All in favor; motion carried.
 - vi. Mr. Rutherford presented the board with a proposal from Lyle Eaton to provide administrative services from March 1, 2013 through May 31, 2013. Mr. Eaton would charge the WIC \$500 per month and an additional \$25 per hour after May 31, 2013 for his services. As he works for the JCIDA, Mr. Eaton would conduct his work for the WIC LDC on his own time. He would be responsible for initially training Mr. Soluri on the accounting software. He would also be responsible for accounts payable and receivable, reconcile accounts and maintain the chart of accounts, budgets and general journal. Mr. Eaton did note that there still needs to be clarification on a leasehold improvement fund that may technically belong to the JCIDA. Attorney Caughlin was going to check in to this. The Restructuring Committee will work with Mr. Soluri to identify the amount of time it will take to accomplish these tasks and whether the WIC should hire a part-time employee or engage a firm to complete these tasks after May 31. On a motion by Mr. Darling and second by Mr. Morgan, the WIC LDC agrees to engage Mr. Lyle Eaton for a sum of \$500 per month to provide administrative services from March 1-May 31, 2013. All in favor; motion carried.
 - vii. Board discussed proposal from Harbridge Group to provide actuarial services to recommend a pension plan. Mr. Morgan noted that since the WIC LDC is so small, it should consider all options in structuring a pension plan for the employees rather than mirror that of the Watertown Local Development Corporation. It was agreed that the WIC does not need to engage Harbridge Group at this time since we know we will not be looking at a defined benefit plan but more likely a defined contribution plan. Attorney Caughlin noted that there are third-party administrators that can assist with identifying the best pension plan for the employees. Mr. Rutherford was going to discuss with Harbridge if they could recommend a third-party administrator to speak with the Board about different pension plans.
 - viii. The question was raised regarding the status of the administrative services payment to the JCIDA. It was noted that no contract was signed for services. Mr. Soluri noted that the WIC has not been billed for services from the JCIDA for July 1 2012 through

January 31, 2013 and doesn't believe it will be. Mr. Soluri is going to check with Mr. Eaton to make sure this is the case.

- ix. Mr. Soluri noted that tenant Mike Lynch has made a verbal offer of \$750 to be paid in two installments in order to settle his debt of \$1,700 owed to the WIC. Attorney Caughlin felt the offer outweighed the costs associated with litigation. He will draft a letter of compromise to Mr. Lynch. On a motion by Mr. Burto and second by Mr. Morgan, Attorney Caughlin was directed to issue the letter of compromise to Mr. Lynch. All in favor; motion carried.
- x. Attorney Caughlin had no report on Junction Boyz.
- xi. It was discussed that an agreement needed to be drafted between the JCIDA and WIC for staff to provide services to the JCIDA for the Stream project. Mr. Soluri is going to follow up with Mr. Alexander at the JCIDA.
- xii. It was agreed that the Restructuring Committee would meet March 12 at 2PM to discuss with Attorney Caughlin offer letters for the three employees.

VIII. Adjournment: On a motion by Mr. Darling and second by Mr. Burto the meeting was adjourned at

The next regular meeting will be Tuesday, March 26, 2013 at 8:30 AM in the Watertown Local Development Corporation board room, Buck Building, Watertown, New York.