

Jefferson County Civic Facility Development Corporation
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

Notice of Annual Board Meeting

Date: September 17, 2020

To: Chairman David Converse
John Jennings
Robert Aliasso
W. Edward Walldroff
Paul Warneck
William Johnson
Lisa L'Huilier

From: Donald C. Alexander

Re: Notice of Annual Board of Directors Meeting

The Jefferson County Civic Facility Development Corporation will hold their annual board meeting on **Thursday, October 1, 2020 at 9:00 a.m.** in the board room at 146 Arsenal Street, Watertown, NY. The live stream link will be available at www.jcida.com.

Please confirm your attendance with Peggy Sampson pssampson@jcida.com at your earliest convenience.

pss

c: David Zembiec
Lyle V. Eaton
Joseph Russell, Esq.
Media

Jefferson County Civic Facility Development Corporation

800 Starbuck Avenue, Suite 800

Watertown, New York 13601

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ANNUAL BOARD MEETING AGENDA

Thursday, October 1, 2020

9 a.m.

- I. Call to Order**
- II. Minutes – September 10, 2020**
- III. Treasurer’s Report – September 30, 2020**
- IV. Committee Reports**
 - a. Nominating Committee**
 - i. Consider Resolution Number 10.01.2020.01 for Election of Officers for 2020-2021 FY**
 - b. Governance Committee**
 - i. Consider Resolution Number 10.01.2020.02 for Annual Internal Policy and Procedure Review**
- V. Unfinished Business**
- VI. New Business**
- VII. Adjournment**

**Jefferson County Civic Facility Development Corporation
Board Meeting Minutes
September 10, 2020**

DRAFT

The Jefferson County Civic Facility Development Corporation held their board meeting on Thursday, January 9, 2020 at the Rift Camp, Wellesley Island, NY.

Present: David Converse, Chair, W. Edward Walldroff, Paul Warneck, Lisa L'Huillier, Robert E. Aliasso, Jr., William Johnson

Also Present: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News, and Craig Fox from the Watertown Daily Times

Excused: John Jennings

Absent: None

- I. Call to Order:** Mr. Converse called the meeting to order at 11:32 a.m.
- II. Minutes:** Minutes of the meeting held July 9, 2020 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Ms. L'Huillier. All in favor. Carried.
- III. Treasurer's Report:** Mr. Aliasso reviewed the financials for the income statement and balance sheet for the periods ending July 31, 2020 and August 31, 2020. A motion was made by Mr. Aliasso to accept the financial reports as presented, seconded by Mr. Warneck. All in favor. Carried.
- IV. Committee Reports:** None.
- V. Unfinished Business:** None.
- VI. New Business:**
 - 1. Authorizing Resolution No. 09.10.2020.01 for Jefferson FSA Bond Modification –** Mr. Alexander said the interest rates are plummeting in the bond market. After review, a motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. Roll call vote was taken. Mr. Johnson – Yea, Mr. Converse – Yea, Mr. Warneck – Yea, Mr. Aliasso – Yea, Ms. L'Huillier – Yea, Mr. Jennings – Absent, and Mr. Walldroff – Yea. Carried.
- VII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Ms. L'Huillier. All in favor. The meeting adjourned at 11:37 a.m.

RESOLUTION
(Jefferson FSA Auxiliary, LLC Project)

A regular meeting of the Jefferson County Civic Facility Development Corporation was convened in public session on Thursday, September 10, 2020, at 10:00 a.m., local time, at the Rift Camp, Wellesley Island, New York.

On motion duly made by Mr. Warneck and seconded by Mr. Aliasso, the following resolution was placed before the members of the Jefferson County Civic Facility Development Corporation (the "Issuer"):

Resolution No. 09.10.2020.01

RESOLUTION OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF ALL DOCUMENTS NECESSARY AND INCIDENTAL TO THE MODIFICATION OF BANK RATE MODE WITH RESPECT TO THE ISSUER'S \$22,525,000 AGGREGATE PRINCIPAL AMOUNT JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION MULTI-MODAL REVENUE BONDS (JEFFERSON FSA AUXILIARY, LLC PROJECT), SERIES 2013

WHEREAS, pursuant to the powers and purposes contained in Section 1411 of the Not-For-Profit Corporation Law (the "N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to its certificate of incorporation filed on April 25, 2011 (the "Certificate"), the **JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to (a) construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, (b) to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such territory, (c) to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, (d) to borrow money and to issue negotiable bonds, notes and other obligations therefor, (e) to sell, lease, mortgage or otherwise dispose of or encumber any of its real or personal property or any interest therein upon such terms as it may determine to be suitable, and (f) to undertake certain projects and initiatives for the benefit of and to lessen the burdens of Jefferson County, New York (the "County"); and

WHEREAS, pursuant to the Certificate and the N-PCL, the Issuer's corporate powers include, but are not limited to, the power to finance facilities for not-for-profit and other corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property, to loan the proceeds of its bonds to not-for-profit corporations and other entities whenever the Board of Directors shall find such action to be in furtherance of the purposes for which it was organized; and to issue bonds for the purpose of carrying out any of its powers; all bonds to be payable solely out of revenues and

receipts derived from the leasing or sale by the Issuer of its projects; and

WHEREAS, on June 27, 2013, the Issuer issued its Multi-Mode Revenue Bonds (Jefferson FSA Auxiliary, LLC Project), Series 2013, in the original principal amount of \$22,525,000 (the “Bonds”) for the benefit of **JEFFERSON FSA AUXILIARY, LLC** (the “Company”), a limited liability company disregarded for federal income tax purposes and wholly controlled by the **FACULTY-STUDENT ASSOCIATION OF JEFFERSON COMMUNITY COLLEGE, INC.** (the “Institution”), for the purpose of financing of all or a portion of the costs of a certain project (the “Project”), consisting of the following: (A) (1) the acquisition of a fee title, leasehold or other interest in a parcel or parcels of land located at 1220 Coffeen Street, Watertown, New York, comprising in the aggregate approximately six (6) acres (the “Land”); (2) the acquisition, construction, and equipping on the Land of a four-story, approximately 290-bed, 96,000-square foot student housing facility and related improvements (including, but not limited to, parking and common areas) operated by the Institution to provide housing and related services to students attending Jefferson Community College (collectively the “Improvements”); and (3) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the “Equipment”, and together with the Improvements, the “Facility”); and (B) the paying of all or a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds, capitalized interest and any reserve funds as may be necessary to secure the Bonds; and

WHEREAS, the Bonds were issued pursuant to a certain Indenture of Trust, dated as of June 1, 2013 (the “2013 Indenture”), by and between the Issuer **MANUFACTURERS AND TRADERS TRUST COMPANY**, as Trustee (the “Trustee”) for the holders of the Bonds, and various other documents, including: (i) a Loan Agreement, dated as of June 1, 2013 (the “2013 Loan Agreement”), by and between the Issuer, as lender, and the Company, as borrower; (ii) a Pledge and Assignment, dated as of June 1, 2013 (the “2013 Pledge and Assignment”) from the Issuer to the Trustee and **RBS CITIZENS, N.A.**, as bond purchaser now known as **CITIZENS BANK, N.A.** (the “Purchaser”), and acknowledged by the Company; (iii) a Tax Compliance Agreement, dated June 27, 2013 (the “2013 Tax Compliance Agreement”) by and among the Issuer, the Company, and the Institution; and (iv) related documents; and

WHEREAS, the Bonds were purchased by the Purchaser pursuant to a according to the terms of a certain Bond Purchase Agreement and Reimbursement Agreement, dated as of June 1, 2013 (the “2013 Bond Purchase Agreement”; and, together with the 2013 Indenture, the 2013 Loan Agreement the 2013 Pledge and Assignment, the 2013 Tax Compliance Agreement and related documents, the “2013 Bond Documents”), by and among the Issuer, the Company and the Purchaser; and

WHEREAS, at the request of the Company and Purchaser, and pursuant to a resolutions adopted by the Issuer on December 7, 2017 and September 5, 2019, the Issuer authorized the reissuance of the Bonds as of December 20, 2017 and October 11, 2019 (collectively, the “Prior Amendments and Reissuances”) in connection with conversion of same from fixed rate mode to bank rate mode, such reissuance having been undertaken by and through the amendment and modification of certain of the 2013 Bond Documents; and

WHEREAS, the Company has requested that the Issuer and the Purchaser further modify the terms of the Bond Documents to modify the existing Bank Rate Mode and certain other covenants (the “2020 Modification”), and the Purchaser has agreed to such 2020 Modification pursuant to the terms and conditions outlined in that certain letter and term sheet, dated June 16, 2020 (the “Modification Request”), attached hereto as Schedule A, from the Purchaser to the Company; and

WHEREAS, the Issuer is willing to consent to the 2020 Modification Request and to execute and deliver any documents necessary or desirable in connection with the 2020 Modification, subject to the terms of this Resolution; and

WHEREAS, in order effectuate the 2020 Modification, the Issuer hereby authorizes the further amendment and/or supplement of the 2013 Bond Documents, as amended, as necessary, including a replacement Bond, Supplement to Indenture, Bond Purchase Agreement, and certain other documents and instruments acceptable to the parties thereto will be executed and delivered (collectively, the “2020 Modification Documents”); and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 NYCRR Part 617, as amended (collectively referred to as “SEQRA”), the 2020 Modification constitutes a Type II action under SEQRA; and

WHEREAS, the Issuer desires to adopt a resolution authorizing (i) the 2020 Modification, and (ii) execution and delivery of the 2020 Modification Documents to which the Issuer is a party.

NOW, THEREFORE, BE IT RESOLVED BY THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Based upon representations made by the Institution to the Issuer, the Issuer makes the following findings and determinations:

- (a) The 2020 Modification constitutes a Type II action pursuant to SEQRA, and the Issuer has no further responsibilities under SEQRA with respect to the Modification Request; and
- (b) It is desirable and in the public interest for the Issuer to comply with the Modification Request and the execution and delivery of the 2020 Modification Documents.

Section 2. The Issuer hereby approves the modification of the Bank Rate Mode of the Bonds as set forth within the Modification Request. The form and substance of the replacement Bond bearing interest at the modified Bank Rate Mode (in substantially the form presented within the Modification Request) are hereby approved; and the Secretary of the Issuer is hereby directed to include a copy of the form of replacement Bond bearing interest at the modified Bank Rate with the records of the Issuer.

Section 3. In consequence of the foregoing, and as determined necessary to effectuate the foregoing, the Issuer hereby determines to execute and deliver the Modification Documents and all other documents necessary and incidental to the modification of the Bank Rate of the Bonds, including but not limited to the 2020 Modification Documents (hereafter, the “Financing Documents”).

Section 4. The Chairman (or Vice Chairman) and/or Executive Director (each, an “Authorized Representative”) of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Financing Documents and any documents necessary and incidental to the modification of the Bank Rate of the Bonds; and the Secretary of the Issuer is hereby authorized to affix the seal of the Issuer thereto where appropriate and to attest the same, all in substantially the forms thereof presented to this meeting or as otherwise authorized hereby with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) and/or Executive Director and Harris Beach PLLC, as Bond Counsel, shall approve, including but not limited to the date of the Financing Documents. The execution of the Financing Documents by the Chairman (or Vice Chairman) and/or Executive Director of Issuer shall constitute conclusive evidence of such approval. The Chairman (or Vice Chairman) and/or Executive Director of Issuer are further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer.

Section 5. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents, and to do all such further acts and things as may be necessary or in the opinion of the officer, employee, or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon the Issuer.

Section 6. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 7. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chairman (or Vice Chairman) and/or Executive Director to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by Harris Beach PLLC, Bond Counsel to the Issuer, to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Chairman (or Vice Chairman) and/or Executive Director.

Section 8. All other documents entered into in connection with the Bonds shall remain in full force and effect.

Section 9. This Resolution shall take effect immediately.

The question of adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	YEA	NAY	ABSTAIN	ABSENT
William Johnson	[X]	[]	[]	[]
David J. Converse	[X]	[]	[]	[]
Paul Warneck	[X]	[]	[]	[]
Robert E. Aliasso, Jr.	[X]	[]	[]	[]
Lisa L'Huillier	[X]	[]	[]	[]
John Jennings	[]	[]	[]	[X]
W. Edward Walldroff	[X]	[]	[]	[]

The Resolution was thereupon declared duly adopted.

Adopted: September 10, 2020

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

I, the undersigned Chief Executive Officer of Jefferson County Civic Facility Development Corporation, DO HEREBY CERTIFY:

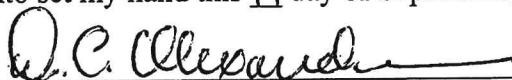
That I have compared the annexed extract of minutes of the meeting of Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on September 10, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the Directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of September, 2020.



Donald C. Alexander
Chief Executive Officer

Schedule A

Modification Request

JEFF CO CIVIC FACILITY DEV CORP
Income Statement
For the Twelve Months Ending September 30, 2020

	Current Month		Year to Date	
Revenues				
Fee Income	\$ 1,500.00	100.00	\$ 5,500.00	100.00
Interest Income	0.00	0.00	0.00	0.00
Other Income	0.00	0.00	0.00	0.00
Finance Charge Income	0.00	0.00	0.00	0.00
Shipping Charges Reimbursed	0.00	0.00	0.00	0.00
Fee Discounts	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Revenues	1,500.00	100.00	5,500.00	100.00
	<hr/>		<hr/>	
Cost of Sales				
Cost of Sales	0.00	0.00	0.00	0.00
Cost of Sales-Salaries and Wag	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Cost of Sales	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Gross Profit	1,500.00	100.00	5,500.00	100.00
	<hr/>		<hr/>	
Expenses				
Advertising Expense	0.00	0.00	0.00	0.00
Bad Debt Expense	0.00	0.00	0.00	0.00
Bank Charges	0.00	0.00	0.00	0.00
Depreciation Expense	0.00	0.00	0.00	0.00
Dues and Subscriptions Exp	0.00	0.00	0.00	0.00
Insurance Expense	0.00	0.00	0.00	0.00
Interest Expense	0.00	0.00	0.00	0.00
Legal and Professional Expense	0.00	0.00	0.00	0.00
Licenses Expense	0.00	0.00	0.00	0.00
Maintenance Expense	0.00	0.00	0.00	0.00
Meals and Entertainment Exp	0.00	0.00	0.00	0.00
Office Expense	0.00	0.00	0.00	0.00
Postage Expense	0.00	0.00	0.00	0.00
Rent or Lease Expense	0.00	0.00	0.00	0.00
Repairs Expense	0.00	0.00	0.00	0.00
Supplies Expense	0.00	0.00	0.00	0.00
Telephone Expense	0.00	0.00	0.00	0.00
Travel Expense	0.00	0.00	0.00	0.00
Wages Expense	0.00	0.00	0.00	0.00
Utilities Expense	0.00	0.00	0.00	0.00
Other Expense	0.00	0.00	0.00	0.00
Transfer to JCIDA	0.00	0.00	0.00	0.00
Purchase Disc-Expense Items	0.00	0.00	0.00	0.00
Gain/Loss on Sale of Assets	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Expenses	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Net Income	\$ 1,500.00	100.00	\$ 5,500.00	100.00
	<hr/> <hr/>		<hr/> <hr/>	

JEFF CO CIVIC FACILITY DEV CORP
Balance Sheet
September 30, 2020

ASSETS

Current Assets		
Regular Checking Account	\$ 14,816.63	
Accounts Receivable	1,500.00	
Total Current Assets		16,316.63
Property and Equipment		
Total Property and Equipment		0.00
Other Assets		
Total Other Assets		0.00
Total Assets	\$	<u>16,316.63</u>

LIABILITIES AND CAPITAL

Current Liabilities		
Total Current Liabilities		0.00
Long-Term Liabilities		
Total Long-Term Liabilities		0.00
Total Liabilities		0.00
Capital		
Retained Earnings	\$ 10,816.63	
Net Income	5,500.00	
Total Capital		16,316.63
Total Liabilities & Capital	\$	<u>16,316.63</u>

**Jefferson County Civic Facility Development Corporation
Nominating Committee Meeting Minutes via Zoom
September 3, 2020**

A JCCFDC nominating committee meeting was held via zoom on Thursday, September 3, 2020.

Present: Chairwoman Lisa L'Huillier, Bill Johnson, John Jennings

Absent: None

Also Present: Donald Alexander, David Zembiec, Peggy Sampson, Marshall Weir, David Converse, W. Edward Walldroff, Paul Warneck, Kent Burto

- I. **Call to Order:** Ms. L'Huillier called the meeting to order at 8:25 a.m.
- II. **Nominate Officers for 2020-2021** – Ms. L'Huillier indicated that the purpose of the meeting is to nominate officers for the 2020-2021 fiscal year. She said that the current slate of officers agreed to serve another year. They are as follows: Chairman – David J. Converse, Vice Chairman – John Jennings, Treasurer – Robert E. Aliasso, Jr., Secretary – W. Edward Walldroff.

A motion was made by Mr. Johnson to recommend the current slate of officers to the full board of directors, seconded by Mr. Jennings. All in favor.

- III. **Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Jennings, seconded by Mr. Johnson. The meeting adjourned at 8:26 a.m.

DRAFT

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORP.
Resolution Number 10.01.2020.01
For Election of Officers**

WHEREAS, the Nominating Committee met on September 3, 2020 and recommended the current slate of officers for the 2020-2021 fiscal year:

Chairman	David J. Converse
Vice Chairman	John Jennings
Treasurer	Robert E. Aliasso, Jr.
Secretary	W. Edward Walldroff, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Civic Facility Development Corporation that it herein approves the slate of officers 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 Civic Facility Development Corporation
Governance Committee Meeting Minutes via Zoom
September 3, 2020**

The JCCFDC held a governance committee meeting via zoom on Thursday, September 3, 2020.

Present: W. Edward Walldroff, Paul Warneck, William Johnson

Excused: None

Absent: None

Also Present: Donald Alexander, David Zembiec, Peggy Sampson, Marshall Weir, David Converse, John Jennings

- I. **Call to Order:** Mr. Walldroff called the meeting to order at 8:41 a.m.
- II. **Review Current Bylaws** – There were no updates/changes to the current bylaws.
- III. **Review Current Mission Statement/Performance Measurements** – There were no updates/changes made to the mission statement. The Performance Measurement form was updated to include the results to the previous years goals. Staff is currently gathering the results and will have them ready before the October board meeting.
- IV. **Review Current Policies and Procedures** – There were no updates/changes to the current policies and procedures.

After review and discussion, a motion was made by Mr. Johnson to recommend approval of all of the policies and procedures to the full board of directors, seconded by Mr. Warneck. All in favor.

- V. **Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Warneck, seconded by Mr. Johnson. The meeting adjourned at 8:43 a.m.

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORP.
Resolution Number 10.01.2020.02
For Annual Internal Policy and Procedure Review

DRAFT

WHEREAS, on September 3, 2020 the JCCFDC Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Bylaws
- Mission Statement & Performance Measurements
- Acknowledgment of Fiduciary Duties & Responsibilities
- Audit and Finance Committee Charter
- CEO and CFO Annual Report Certification
- Certification of No Conflict of Interest & Jeff Co Financial Disclosure Form
- Code of Ethics
- Compensation, Reimbursement and Attendance Policy
- Defense and Indemnification Policy
- Discretionary Funds Policy
- Disposition of Real Property Guidelines
- Equal Employment Opportunity Policy
- Extension of Credit to Board Members and Officers
- Governance Committee Charter
- Independent Director Certification
- Investment Policy with Internal Controls
- Post Issuance Compliance Procedures
- Procurement Policy
- Real Property Acquisition Guidelines
- Records Retention and Disposition Schedule MI-1
- Travel Policy
- Whistleblower Policy

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Civic Facility Development Corporation 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

Authority Mission Statement and Performance Measurements

Name of Public Authority: Jefferson County Civic Facility Development Corporation

Public Authority's Mission Statement:

To advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County.

Date Adopted: May 3, 2012, Reviewed 10/1/20

List of Performance Goals:	10/1/19 – 9/30/20 Results:
1. Job Creation	1. No activity
2. Job Retention	2. No activity
3. Capital Investment Leveraged	3. No activity

Additional questions:

- 1. Have the board members acknowledged that they have read and understood the mission of the public authority?**

Yes, the Board of Directors of the JCCFDC have read and understand the mission statement that was adopted on May 3, 2012.

- 2. Who has the power to appoint the management of the public authority?**

The Board of Directors has the power to appoint the management of the JCCFDC.

- 3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?**

The JCCFDC's bylaws give the Board of Directors authority to appoint management. They establish a process for removal of officers and for filling vacancies resulting from resignation or other reasons.

- 4. Briefly describe the role of the Board and the role of management in the implementation of the mission.**

The role of the Board of Directors regarding the implementation of the JCCFDC's mission is to provide oversight, input, policy setting and validation that serve to fulfill measurements and results. The Board annually reviews and approves the Corporation's mission.

The role of management in the implementation of the mission is to collaborate with the Board of Directors using established programs, policies, and activities as directed by the Board of Directors.

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

Yes, the Board of Directors acknowledged their understanding of the responses to each of these questions in public session.

Jefferson County Civic Facility Develop. Corp.
 800 Starbuck Avenue, Suite 800
 Watertown, NY 13601
 (315-782-5865)

2019-2020 Board Attendance

Name	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun*	Jul*	Aug	Sep
Aliasso, Robert	E	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	P	P	No Mtg.	P
Converse, David	P	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	P	P	No Mtg.	P
Jennings, John	P	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	E	E	No Mtg.	E
Johnson, William	E	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	P	P	No Mtg.	P
L'Huillier, Lisa	P	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	E	E	No Mtg.	P
Walldroff, W. Edward	P	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	P	P	No Mtg.	P
Warneck, Paul	P	No Mtg.	No Mtg.	P	No Mtg.	No Mtg.	No Mtg.	No Mtg.	P	P	No Mtg.	P
Totals:	5	-	-	7	-	-	-	-	5	5	-	6
P - Present												
E - Excused												
A - Absent												
* ZOOM Video Call due to COVID-19 Pandemic												