

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 Board Meeting

Date: October 22, 2020

To: John Jennings
Robert Aliasso
W. Edward Walldroff
Paul Warneck
William Johnson
Lisa L'Huillier

From: Chairman David Converse

Re: Notice of Board of Directors Meeting

The Jefferson County Civic Facility Development Corporation will hold their board meeting on **Thursday, November 5, 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

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BOARD MEETING AGENDA
Thursday, November 5, 2020 - 9 a.m.
146 Arsenal Street, Watertown, NY

- I. Call to Order**
- II. Minutes – October 1, 2020**
- III. Treasurer’s Report – October 31, 2020**
- IV. Committee Reports**
 - a. Audit Committee**
- V. Unfinished Business**
- VI. New Business**
 - 1. Consider Resolution No. 11.05.2020.01 to Adopt Retention and Disposition Schedule LGS-1**
- VII. Adjournment**

**Jefferson County Civic Facility Development Corporation
Annual Board Meeting Minutes
October 1, 2020**

DRAFT

The Jefferson County Civic Facility Development Corporation held their annual board meeting on Thursday, October 1, 2020 in the board room at 146 Arsenal Street, Watertown, NY.

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

Also Present: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Gregory Gardner

Excused: None

Absent: None

- I. **Call to Order:** Mr. Converse called the meeting to order at 10:51 a.m.
- II. **Minutes:** Minutes of the meeting held September 10, 2020 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Jennings. All in favor. Carried.
- III. **Treasurer's Report:** Mr. Aliasso reviewed the financials for the income statement and balance sheet for the period ending September 30, 2020. A motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Warneck. All in favor. Carried.
- IV. **Committee Reports:**
 - a. **Nominating Committee**
 - i. **Resolution No. 10.01.2020.01 for Election of Officers** – After review and discussion, a motion was made by Ms. L'Huillier to approve the attached resolution, seconded by Mr. Warneck. All in favor. Carried.
 - b. **Governance Committee**
 - i. **Resolution No. 10.01.2020.02 for Annual Internal Policy and Procedure Review** – After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Jennings. All in favor. Carried.
- V. **Unfinished Business:** None.
- VI. **New Business:** None.
- VII. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Aliasso. All in favor. The meeting adjourned at 10:55 a.m.

Respectfully submitted,

Peggy Sampson

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

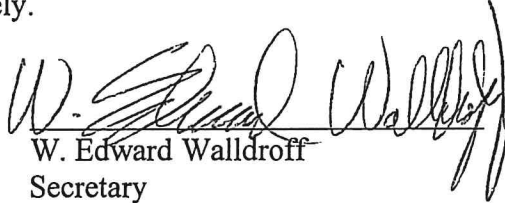
WHEREAS, the Nominating Committee met on September 3, 2020 and recommended the current slate of officers for the 2020-2021 fiscal year:

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 CORP.
Resolution Number 10.01.2020.02
For Annual Internal Policy and Procedure Review

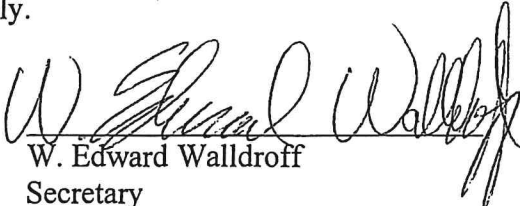
WHEREAS, on September 3, 2020 the JCCFDC Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- 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

JEFF CO CIVIC FACILITY DEV CORP
Income Statement
For the One Month Ending October 31, 2020

	Current Month		Year to Date	
Revenues				
Fee Income	\$ 0.00	0.00	\$ 0.00	0.00
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	0.00	0.00	0.00	0.00
	<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	0.00	0.00	0.00	0.00
	<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	\$ 0.00	0.00	\$ 0.00	0.00
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JEFF CO CIVIC FACILITY DEV CORP
Balance Sheet
October 31, 2020

ASSETS

Current Assets		
Regular Checking Account	\$	<u>16,316.63</u>
Total Current Assets		16,316.63
Property and Equipment		<u> </u>
Total Property and Equipment		0.00
Other Assets		<u> </u>
Total Other Assets		<u>0.00</u>
Total Assets	\$	<u><u>16,316.63</u></u>

LIABILITIES AND CAPITAL

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

**Jefferson County Industrial Development Agency
(Jefferson County Civic Facility Development Corporation)
Audit Committee Meeting Minutes
October 6, 2020**

The Jefferson County Industrial Development Agency (Jefferson County Civic Facility Development Corporation) held an audit committee meeting on Tuesday, October 6, 2020 in the board room, 800 Starbuck Avenue, Watertown, NY.

Present: John Jennings, Chair, Robert Aliasso

Also Present: Donald Alexander, Lyle Eaton, Peggy Sampson, Joy Nuffer, Liz Bush and Andrew Swords from Bowers & Company

Excused: Paul Warneck

I. Call to Order: The meeting was called to order at 8:24 a.m.

II. Engage Audit Firm:

A pre-audit meeting to engage Bowers & Company to complete the 2019-2020 audit.

Ms. Bush asked if there was any litigation; Mr. Alexander said he will provide her with information for lawsuits that are happening within the Corporate Park.

Ms. Bush asked if there has been any activity at the Airport Park project. Mr. Eaton said the grant extensions have been approved but said that no money has been expended. Ms. Bush said to keep in mind that the threshold for a single audit is \$750,000.

Ms. Bush asked if there were any questionable/problem loans. Mr. Eaton said no. Mr. Aliasso said that several moratoriums were issued earlier in the year due to the pandemic.

Ms. Bush asked if any new loans were issued. Mr. Eaton said there was one new RLF and one new MICRO loan.

The audit has been scheduled to start during the week of November 2, 2020. Liz Bush will be the lead partner (third year). Ms. Bush said that they will complete part of the audit virtually, but will look at loan files in the office.

Ms. Bush presented the engagement letter. The fee is \$10,300 plus \$400 for information returns. It was noted that the JCIDA audit will include the JCCFDC. Mr. Eaton will provide Ms. Bush with a list of the loan balances and will present her with a trial balance soon.

A motion was made by Mr. Aliasso to recommend approval of the engagement letter 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 was made by Mr. Jennings, seconded by Mr. Aliasso. The meeting adjourned at 8:26 a.m.

Respectfully submitted,

Peggy Sampson

DRAFT

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Resolution Number 11.05.2020.01**

RESOLUTION TO ADOPT RETENTION AND DISPOSITION SCHEDULE LGS-1

RESOLVED, By the Board of Directors of the Jefferson County Civic Facility Development Corporation that *Retention and Disposition Schedule for New York Local Government Records*, issued pursuant to Article 57-A of the Arts and Cultural Affairs Law, and containing legal minimum retention periods for local government records, is hereby adopted for use by all officers in legally disposing of valueless records listed therein.

FURTHER RESOLVED, that in accordance with Article 57-A:

- a) Only those records will be disposed of that are described in *Retention and Disposition Schedule for New York Local Government Records* after they have met the minimum retention periods described therein;
- b) Only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimum periods.

David J. Converse
Chairman

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

2020-2021 Board Attendance

Name	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun*	Jul*	Aug	Sep
Aliasso, Robert	P											
Converse, David	P											
Jennings, John	P											
Johnson, William	P											
L'Huillier, Lisa	P											
Walldroff, W. Edward	P											
Warneck, Paul	P											
Totals:	7											
P - Present												
E - Excused												
A - Absent												