

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

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

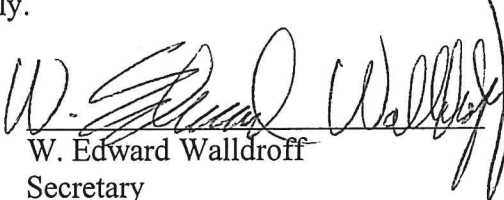
WHEREAS, the Nominating Committee met on September 3, 2020 and recommended the current slate of officers for the 2020-2021 fiscal year:

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

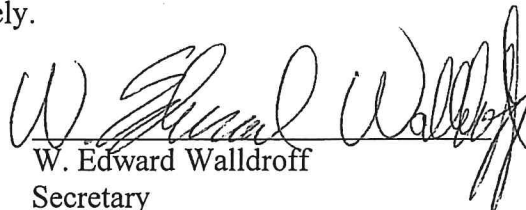
WHEREAS, on September 3, 2020 the JCCFDC Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- 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