

**Jefferson County Civic Facility Development Corporation
Annual Board Meeting Minutes
October 3, 2019**

The Jefferson County Civic Facility Development Corporation held their annual board meeting on Thursday, October 3, 2019 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: David Converse, Chair, John Jennings, W. Edward Walldroff, Paul Warneck, Lisa L’Huillier

Also Present: Don Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Francis Tom Iorizzo, and Marcus Wolf from the Watertown Daily Times

Excused: Robert E. Aliasso, Jr., William Johnson

Absent: None

- I. Call to Order:** Mr. Converse called the meeting to order at 10:42 a.m.
- II. Minutes:** Minutes of the regular meeting held September 5, 2019 were presented. A motion to approve the minutes as presented was made by Mr. Warneck, seconded by Mr. Jennings. All in favor. Carried.
- III. Treasurer’s Report:** Mr. Eaton reviewed the financials for the income statement and balance sheet for the period ending September 30, 2019. A motion was made by Mr. Warneck to accept the financial report as presented, seconded by Mr. Walldroff. All in favor. Carried.
- IV. Committee Reports:**
 - a. Governance Committee**
 - i. Resolution Number 10.03.2019.01 for Annual Internal Policy and Procedure Review** – Mr. Walldroff said that the committee met in September to review the bylaws, mission statement, policies and procedures. He said there were no changes. After review, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Jennings. All in favor. Carried.
 - b. Nominating Committee**
 - i. Resolution Number 10.03.2019.02 for Election of Officers for 2019-2020 FY** – Ms. L’Huillier said that the committee met on September 12, 2019 to discuss officers for the upcoming fiscal year. She said that the current slate of officers agreed to serve another year. She also said that Mr. Aliasso has expressed interest in being reappointed after his term expires at the end of this year. She said that staff should inform the County Legislature. After review and discussion, a motion was made by Ms. L’Huillier to approve the attached resolution as presented, seconded by Mr. Warneck. 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 Ms. L’Huillier. All in favor. The meeting adjourned at 10:44 a.m.

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORP.
Resolution Number 10.03.2019.01
For Annual Internal Policy and Procedure Review

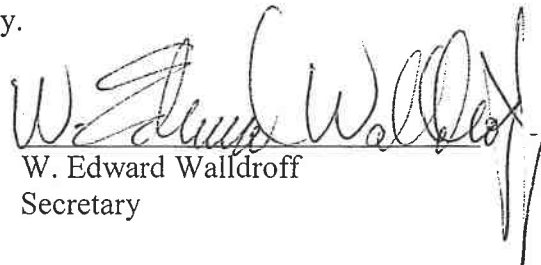
WHEREAS, on September 12, 2019 the JCCFDC Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- 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

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORP.
Resolution Number 10.03.2019.02
For Election of Officers

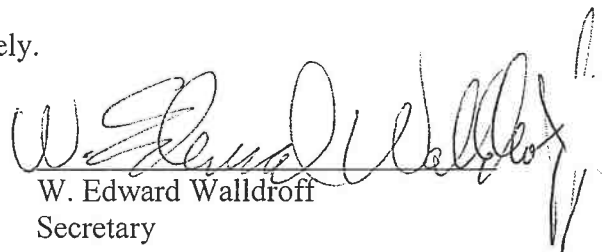
WHEREAS, the Nominating Committee met on September 12, 2019 and recommended the current slate of officers for the 2019-2020 fiscal year:

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