

## **Notice of Board Meeting**

**Date:** October 18, 2018

**To:** Chairman David Converse  
W. Edward Walldroff  
Robert Aliasso  
Kent Burto  
John Jennings  
Richard Duvall  
Gregory Gardner  
Paul Warneck  
William Johnson  
Lisa L'Huillier  
Christine Powers

**From:** Donald C. Alexander, CEO

**Re:** Notice of Board of Directors' Meeting

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The Jefferson County Local Development Corporation will hold their Board Meeting on Thursday, November 1, 2018 at 8:00 a.m. in the board room at 800 Starbuck Avenue, Watertown, NY.

Please confirm your attendance with Peggy Sampson [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

pss

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

**BOARD MEETING AGENDA**  
**Thursday, November 1, 2018 – 8:00 a.m.**

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes of the Meeting of October 4, 2018**
- V. Treasurer's Report for October 31, 2018**
- VI. Committee Reports**
  - a. Audit Committee**
    - i. Engage Bowers and Company for 2017-2018 Audit**
  - b. Governance Committee**
    - i. Summary Results of Confidential Evaluation of Board Performance**
- VII. Council Reports**
  - a. Manufacturing**
  - b. Marketing**
  - c. Jefferson County Agricultural Development**
- VIII. Unfinished Business**
  - 1. Ad Hoc Committee Participants**
- IX. Counsel**
- X. New Business**
- XI. Adjournment**

**Jefferson County Local Development Corporation  
Annual Board Meeting Minutes  
October 4, 2018**

The Jefferson County Local Development Corporation held their annual board meeting on Thursday, October 4, 2018 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** David Converse, Chair, John Jennings, W. Edward Walldroff, Gregory Gardner, Paul Warneck, William Johnson, Robert E. Aliasso, Jr., Lisa L'Huillier, Richard Duvall, Kent Burto

**Staff Present:** Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson

**Also Present:** Joseph Russell, Esq., Connie Cahill, Esq., Joel LaLone and Larry Danforth from JCC's Center for Community Studies, Donald Rutherford, John B. Johnson III, Rick Finn, City Manager, Rich Hart, Susan VanBenschoten, Allen Peters, Bob Aschodian, Pete Price, John Culkin, Gail Smith, John Mrowka, Mark Bosco, Claudia Maurer, Erin Bischoff from 7 News, and Marcus Wolf of the Watertown Daily Times

**Excused:** None

**Absent:** None

- I. **Call to Order:** Mr. Converse called the meeting to order at 8:00 a.m.
- II. **Pledge of Allegiance:** Mr. Converse asked all to stand for the Pledge of Allegiance.
- III. **Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- IV. **Minutes:** Minutes of the regular meeting held September 6, 2018 and special meeting held September 25, 2018 were presented. A motion to approve the minutes as presented was made by Mr. Walldroff, seconded by Mr. Aliasso. All in favor. Carried.
- V. **Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending September 30, 2018. A motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Warneck. All in favor. Carried.
- VI. **Committee Reports:**
  - a. **Creation of Ad hoc committees** – Mr. Converse said that the three new ad hoc committees are for communications, alternative energy, and agriculture. He said that he is looking for volunteers. Messrs. Aliasso and Gardner volunteered where they are needed.
  - b. **Governance Committee**
    - i. **Resolution Number 10.04.2018.01 for Annual Internal Policy and Procedure Review** – After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution as presented, seconded by Mr. Jennings. All in favor. Carried.
    - ii. **Proposed Sexual Harassment Policy** – Mr. Alexander said that he sat through a webinar yesterday and recommends that the board adopt the state model he modified for JCLDC as presented. Mr. Warneck said that his understanding of it

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is for liability exposure and defense if an issue should arise. Mr. Alexander said that staff and board members are required to have training within one year.

Mr. Wolf entered the meeting.

After review and discussion, a motion was made by Mr. Warneck to adopt the sexual harassment policy as presented, seconded by Mr. Aliasso. All in favor. Carried.

At 8:08 a.m., the JCLDC Annual Board Meeting was paused to allow Joel LaLone to make his presentation.

**Presentation by Joel LaLone from JCC's Center for Community Studies (CCS)** – Mr. LaLone and Larry Danforth are both Math Professor's at JCC and work with the CCS. Mr. LaLone said that he has worked at JCC for 34 years and with CCS for 20 years. He went over the history of the CCS, showed organizations that have used CCS, clients they are currently doing studies for (Lewis County, FDRLO, and Tug Hill to name a few), and potential studies for Urban Mission and Jefferson County DSS in the future. He said that they are funded by JCC, Car-Freshner, DANC and the Northern New York Community Foundation. Mr. LaLone said that CCS has completed 150 studies. He said they use several methodologies such as phone, online link on website, mail, focus groups, etc. He pointed out that Don Alexander and Dave Zembiec sit on the advisory board.

Mr. Gardner, Mr. LaLone and Mr. Danforth left the meeting.

At 8:54 a.m. the JCLDC Annual Board Meeting resumed.

**c. Personnel Committee**

- i. Resolution Number 10.04.2018.02 to Establish Percentage for Profit Share for year ending 9/30/18** – After review and discussion, a motion was made by Mr. Burto to approve the attached resolution, seconded by Mr. Aliasso. All in favor. Carried.
- ii. Resolution Number 10.04.2018.03 for CEO Salary Increase** – After review and discussion, a motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Duvall. All in favor. Carried.

**d. Nominating Committee**

- i. Resolution Number 10.04.2018.04 for Election of Officers for 2018-2019 FY** – After review and discussion, a motion was made by Ms. L'Huillier to approve the attached resolution, seconded by Mr. Jennings. All in favor. Carried.

**VII. Council Reports:**

**Manufacturing**

Mr. Zembiec mentioned the upcoming Manufacturing Day that is scheduled for October 12<sup>th</sup>. He said that 16 or 17 manufactures are participating as well as 30 schools and just shy of 1000 students.

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**Marketing**

Mr. Weir indicated that he will e-mail board members an update.

**Ag**

Mr. Matteson said that he has three requests as follows:

**Request #1** – To apply for up to \$8,500 grant from the Jefferson County Economic Development Fund which is administered through the NNY Community Foundation. The grant will assist with the development of a USDA Meat Processing Facility in the Thousand Islands International Agribusiness Park. The \$8,500 grant will be used to develop a formal business plan and economic impact statement based on the outcomes of the feasibility study undertaken by Michael Lundy. The grant does not require any financial match. Any additional cost of development of a business plan and economic impact statement will not be the responsibility of the JCLDC.

**Request #2** – To apply for a \$5,000 grant from New York State Dairy Exhibits, Inc. in partnership with Great Lakes Cheese Company of Adams NY. The grant money will pay for the development of a 2 to 3 minute video highlighting the dairy industry of the Thousand Islands Region. The video will be available on YouTube, by file download, and thumb drive.

**Request #3** – To apply for a \$5,000 grant from New York State Dairy Exhibits, Inc. in partnership with Great Lakes Cheese Company of Adams NY and Northeast Dairy Foods Association of Syracuse. The grant money will pay for the development of a 2 to 3 minute video promoting careers in dairy manufacturing.

After discussion, a motion was made Mr. Duvall to have staff apply for the three grants as outlined above, seconded by Mr. Aliasso. All in favor. Carried.

**VIII. Unfinished Business:** None.

**IX. Counsel:** None.

**X. New Business:**

**1. Charge Off Administrative Services Billing to In-Kind Services** – Mr. Eaton recommended charging off \$569,304 for the administrative services billing to in-kind services ending 9/30/18. A motion was made by Mr. Aliasso to approve the charge off, seconded by Mr. Burto. All in favor. Carried.

**Reminders** – Mr. Converse reminded board members of the upcoming audit and governance committee meetings on October 11<sup>th</sup>. He also reminded board members to turn in their board evaluations to Ms. Sampson.

**XI. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Mr. Warneck. All in favor. The meeting adjourned at 9:15 a.m.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 10.04.2018.01**  
**For Annual Internal Policy and Procedure Review**


WHEREAS, on September 13, 2018 the JCLDC 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
- Proposed Mission Statement & Performance Measurements
- Audit and Finance Committee Charter
- CEO and CFO Annual Report Certification
- Certification of No Conflict of Interest
- Code of Ethics
- Compensation, Reimbursement and Attendance Policy
- Conflicts of Interest 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
- Fixed Asset Policy
- Governance Committee Charter
- Independent Director Certification
- Information Security Policy
- Investment Policy with Internal Controls
- Lending/Collection Policy and Procedures
- Policy for Charge Card Expenditures
- Policy Regarding Possession and Use of Electronic Devices
- 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 Local 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.

  
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Donald C. Alexander, CEO

A regular meeting of the Jefferson County Local Development Corporation convened on Thursday, October 4, 2018 at 8:00 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 10.04.2018.02

RESOLUTION OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION (the "Corporation") TO MAKE A ONE TIME CONTRIBUTION OF \$15,311 (3%) TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN FOR THE PLAN YEAR 2018.

NOW THEREFORE BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION THAT:

THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION MAKES A ONE-TIME CONTRIBUTION TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN OF \$15,311 FOR PLAN YEAR 2018.

This Resolution is to take effect immediately.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 10.04.2018.03**

**RESOLUTION FOR CEO SALARY INCREASE**


**WHEREAS**, the Personnel Committee met on September 13, 2018 to conduct the Annual CEO Evaluation, and

**WHEREAS**, the Personnel Committee recommends a 2% salary increase effective September 17, 2018, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the recommendation, 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.

  
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David J. Converse  
Chairman



**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Resolution Number 10.04.2018.04**  
**For Election of Officers**

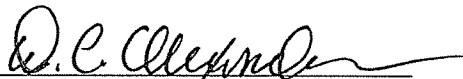
**WHEREAS**, the Nominating Committee met on September 13, 2018 and recommended the following slate of officers for the 2018-2019 fiscal year:

|               |                        |
|---------------|------------------------|
| Chairman      | David J. Converse      |
| Vice Chairman | W. Edward Walldroff    |
| Treasurer     | Robert E. Aliasso, Jr. |
| Secretary     | Kent Burto, and        |

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Local 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.

  
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Donald C. Alexander  
CEO