

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

The Jefferson County Local 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, Paul Warneck, Robert E. Aliasso, Jr., Lisa L’Huillier, William Johnson, Gregory Gardner, John Jennings, Christine Powers, W. Edward Walldroff (8:09 a.m.)

Also Present: Joseph Russell, Esq., Kevin McAuliffe, Esq., Katie Benoit from 7 News, and Craig Fox from the Watertown Daily Times, Matthew Moses, Esq. (8:35 a.m.), Ed Valentine (8:44 a.m.)

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

Excused: Kent Burto

Absent: None

- I. **Call to Order:** Mr. Converse called the meeting to order at 8:05 a.m.
- II. **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 10, 2020 were presented. A motion to approve the minutes as presented was made by Mr. Warneck, seconded by Mr. Aliasso. All in favor. Carried.
- V. **Treasurer’s Report:** Mr. Aliasso reviewed the financials for the period ending September 30, 2020. Mr. Aliasso pointed out that the LCO Destiny loan should show as a moratorium on the monthly spreadsheet. A motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.
- VI. **Committee Reports:**

a. Personnel Committee

- i. **Resolution No. 10.01.2020.01 to Establish Percentage for Discretionary Contribution for YE 9/30/20** – After review and discussion, a motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Warneck. All in favor. Carried.

Mr. Walldroff entered the meeting.

- ii. **CEO Resignation Letter** – Chairman Converse handed out Mr. Alexander’s resignation letter. He said that Don will be retiring on December 31, 2020 and thanked him for all his years of service. A motion was made by Mr. Johnson to accept the resignation letter, seconded by Mr. Gardner. All in favor. Carried.

Mr. Walldroff congratulated Mr. Alexander and said that he is going out on a high.

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

- iii. **Extend CEO Employment Contract** – Chairman Converse asked for a motion to extend Don’s employment contract for 90 days until December 31, 2020. A motion was made by Ms. Powers, seconded by Mr. Aliasso. All in favor. Carried.

Chairman Converse said that the Personnel Committee will meet in the near future to discuss moving forward.

b. Nominating Committee

- i. **Resolution No. 10.01.2020.02 for Election of Officers for 2020-2021 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.
- ii. **Resolution No. 10.01.2020.03 to Appoint Board Member Robert J. Aiken** – 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.

c. Governance Committee

- i. **Resolution No. 10.01.2020.04 for Annual Internal Policy and Procedure Review** – Mr. Zembiec said that the Performance Measurements were approved yearly, but said that we has not been reporting measurement results, so the form has been updated. Mr. Walldroff suggested putting the mission statement on a plaque in the office. After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Aliasso. All in favor. Carried.
- ii. **Employee Handbook** – Mr. Alexander said that modifications were discussed, and the Attorney from Barclay Damon inserted language from new federal regulations. He said the final version will be presented at a future meeting.

- d. **Alternative Energy Committee** – Mr. Johnson said the committee met on September 23rd. He said they discussed reversing PILOT payments (i.e. highest to lowest) to benefit school districts and local sales tax. He said that Attorney Moses provided his interpretation. Mr. Alexander said that it was determined that the IDA is not deviating from the UTEP by reversing payments because the net benefit does not exceed 50% abatement over 15 years.

Attorney Moses joined the meeting via zoom.

- e. **Building and Grounds Committee** – Mr. Converse said that Mr. Burto could not attend the meeting today. He said an update will be provided at the IDA board meeting following this meeting. Mr. Alexander said that Mr. Zembiec and Denise Young did a great job on the DOD grant application which was awarded a \$9 million grant for the YMCA project at 146 Arsenal Street.

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

VII. Council Reports:

- a. **Ag** – Mr. Matteson said the October Farmers’ Luncheon series will focus on plant-based beverages and food substitutes. He said that previous webinars can be found at the ag events website.

Mr. Matteson thanked Mr. Alexander for his support for agriculture.

- b. **Manufacturing** – No report.
- c. **Marketing** – Mr. Weir said that he will be refreshing the website using the same vendor we have been working with. Mr. Weir expressed his gratefulness working with Mr. Alexander.

Ed Valentine joined the meeting via zoom.

VIII. Unfinished Business:

- **Clayton Loan Program** – Ms. Powers said that she will be sending out an informal survey to see if there is any interest in the program and will report back. She said despite the pandemic and construction, it was a busy season.
- **COVID Plan** – Mr. Warneck asked if the LDC has a COVID plan in place. Mr. Alexander said that one is being created.
- **Sexual Harassment Training** – Mr. Warneck asked if training will be provided this year or if it will be waived. Mr. Alexander said that board members can take it online at their leisure or at their respective employers and provide a certificate of completion. Mr. Weir said that he will look into online sessions and send out information.

IX. Counsel: None.

X. New Business: None.

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 8:50 a.m.

Respectfully submitted,
Peggy Sampson

A regular meeting of the Jefferson County Local Development Corporation convened on Thursday, October 1, 2020 at 8:00 a.m.

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

Resolution No. 10.01.2020.01

RESOLUTION OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION (the "Corporation") TO MAKE A ONE TIME CONTRIBUTION OF \$16,146 (3%) TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN FOR THE PLAN YEAR 2020.

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 \$16,146 FOR PLAN YEAR 2020.

This Resolution is to take effect immediately.



Donald C. Alexander
CEO

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.01.2020.02
For Election of Officers


WHEREAS, the Nominating Committee met on September 3, 2020 and recommended the following slate of officers for the 2020-2021 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.



Donald C. Alexander, CEO

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.01.2020.03


RESOLUTION TO APPOINT BOARD MEMBER

WHEREAS, the Nominating Committee met on September 3, 2020 and recommended appointment of Robert J. Aiken to fill the vacancy of Richard Duvall with the term effective immediately and ending on 12/31/25, and

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



David J. Conyverse
Chairman

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.01.2020.04
For Annual Internal Policy and Procedure Review


WHEREAS, on September 3, 2020 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
- Mission Statement & Proposed 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
- Sexual Harassment Policy
- 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.



Donald C. Alexander, CEO