

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

The Jefferson County Local 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, Paul Warneck, Robert E. Aliasso, Jr., Christine Powers, Kent Burto, Lisa L'Huillier, W. Edward Walldroff, Richard Duvall

Also Present: Joseph Russell, Esq., Francis Tom Iorizzo, and Marcus Wolf from the Watertown Daily Times

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

Excused: Gregory Gardner, William Johnson

Absent: None

- I. Call to Order:** Mr. Converse called the meeting to order at 8:02 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 5, 2019 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Jennings. All in favor. Carried.
- V. Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending September 30, 2019. A motion was made by Mr. Burto to accept the financial reports as presented, seconded by Ms. Powers. All in favor. Carried.
- VI. 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, proposed mission statement, policies and procedures. After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution as presented, seconded by Mr. Warneck. All in favor. Carried.
 - b. Personnel Committee**
 - i. Resolution Number 10.03.2019.02 to Establish Percentage for Profit Share for year ending 9/30/19** – Mr. Converse said that the committee met in September to establish a percentage to go towards the retirement plan for fiscal year ending 9/30/19. After review and discussion, a motion was made by Mr. Aliasso to approve the attached resolution as presented, seconded by Mr. Jennings. All in favor. Carried.

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- ii. Resolution Number 10.03.2019.03 for CEO Salary Increase and Contract Extension** – Mr. Converse said that the committee met to complete Mr. Alexander’s annual evaluation and extend the current contract for 1 (one) year with a 30-day advance notice period. After review and discussion, a motion was made by Mr. Burto to approve the attached resolution as presented, seconded by Ms. Powers. All in favor. Carried.
 - c. Nominating Committee**
 - i. Resolution Number 10.03.2019.04 for Election of Officers for 2019-2020 FY** – Ms. L’Huillier said that the committee met on September 12 to nominate officers for the new 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. Jennings. All in favor. Carried.
 - d. Alternative Energy Committee** – In Mr. Johnson’s absence, Mr. Warneck updated the board. Mr. Warneck said that there have been several meetings with OYA and there is a proposed Inducement Resolution on the IDA agenda today. He also said that meetings with the affected taxing jurisdictions (ATJ’s) have occurred and noted a hiccup because the Town of Orleans was not invited, but that has now been settled. He said that the ATJ’s are on board with the PILOT Agreement. He noted that OYA has been easy to deal with because they came to us with all of their local approvals. He said that it falls under the UTEP and will not be a deviation.

Mr. Warneck said that introductory meetings with two other companies are being scheduled.

Mr. Alexander said that he and Mr. Johnson attended a meeting in Chaumont last night regarding the proposed Norbut Solar Project. He said approximately 30 community members were in attendance.

Mr. Alexander said he asked Attorney Russell and his firm (Barclay Damon) to look into procurement laws regarding school aid.
 - e. Building and Grounds Committee** – Mr. Burto said that the committee has been meeting with the CPA to develop a pro-forma at 146 Arsenal Street, Watertown and with a potential client to whom we presented a proposal to since they are interested in a majority of the building. The potential client will make a presentation to the IDA board later today.

VII. Council Reports:

- a. Manufacturing** – Mr. Zembiec said that the safety training is underway. He said that he will be brainstorming with manufacturers across the region on October 16th, attending Manufacturing Day October 17th, and the Fort Drum Employer Tour on October 18th.

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b. Marketing – Mr. Weir reported on the following:

- Rebrand Outreach – Mr. Weir said that he is going to rebrand our outreach materials.
- Video – Mr. Weir said that the script is being worked on by the voice over actor and should be available within the month.
- Regional Council – Mr. Weir mentioned that three CFA Applications that we assisted with were selected as priority projects (EZ Stak, MetalCraft, and Thousand Islands Agribusiness).
- Trip to California (Food Summit) – Mr. Weir said that he learned about upcycling which takes waste stream and turns it into a value-added product. He also said that regenerative (all natural/organic – good product, good for soil) was discussed. Mr. Weir said the conference focused a lot on the future for technology, living wages for employees, etc.

Adjourn Temporarily – Mr. Converse asked for a motion to temporarily adjourn this meeting to open the IDA board meeting for a potential client presentation. At 8:45 a.m., a motion was made by Mr. Warneck to temporarily adjourn the annual meeting, seconded by Mr. Walldroff. All in favor.

Reconvene – At 9:58 a.m. Mr. Converse reconvened the annual board meeting.

- c. Ag** – Mr. Matteson sent out his report prior to the meeting. He said that the trip to California for the Food Summit was an excellent program to attend. He talked about the Impossible Burger which is plant based and said that there may be a potential local connection.

Mr. Matteson said that his action item is to figure out how we can provide a pathway for local industry. He said that his concern is that animal agriculture is going to be portrayed as bad for the environment with new marketing based on the vegetarian diet (i.e. impossible burgers). He said that he would like to recognize potential threats and be able to adapt and handle them. Mr. Jennings said the focus should be on identifying products for what is actually used in them. Mr. Matteson said that he plans to bring together the Ag ad hoc committee and Ag Council for these discussions.

Mr. Matteson announced the creation of the Agricultural Issues Guidance Team that will deal with critical issues and help formulate responses to help overcome negativity and to provide a better structure for talking points and identify tools the industry can use to roll out messages.

Lastly, Mr. Matteson said that Paul Mason is now the chairperson of the Ag Council.

VIII. Unfinished Business: None.

IX. Counsel: None.

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X. New Business:

- 1. Resolution Number 10.03.2019.05 to charge off Administrative Services Billing to In-Kind Services** – After review and discussion, a motion was made by Mr. Aliasso to approve the attached resolution as presented, seconded by Mr. Warneck. All in favor. Carried.

Other -

- Comptroller Audit (JCIDA) – Mr. Alexander said the audit is underway and is expected to last several months.

- XI. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Ms. Powers. All in favor. The meeting adjourned at 10:15 a.m.

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.03.2019.01
For Annual Internal Policy and Procedure Review

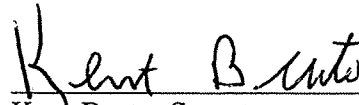
WHEREAS, on September 12, 2019 the JCLDC Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- 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
- 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.



Kent Burto, Secretary

A regular meeting of the Jefferson County Local Development Corporation convened on Thursday, October 3, 2019 at 8:00 a.m.

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

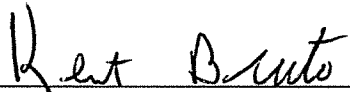
Resolution No. 10.03.2019.02

RESOLUTION OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION (the "Corporation") TO MAKE A ONE TIME CONTRIBUTION OF \$15,808 (3%) TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN FOR THE PLAN YEAR 2019.

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 \$15,808 FOR PLAN YEAR 2019.

This Resolution is to take effect immediately.



Kent Burto, Secretary

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.03.2019.03

RESOLUTION FOR CEO SALARY INCREASE

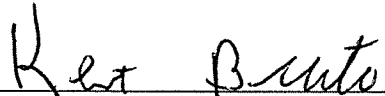
WHEREAS, the Personnel Committee met on September 12, 2019 to conduct the Annual CEO Evaluation and review the expiring contract, and

WHEREAS, the Personnel Committee recommended a 2% salary increase effective September 16, 2019 and a one-year contract extension with a new expiration date of September 30, 2020 that includes a 30-day advance notice period from CEO if he resigns before the expiration of the contract, 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.



Kent Burto, Secretary

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.03.2019.04
For Election of Officers

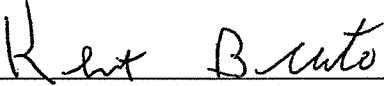
WHEREAS, the Nominating Committee met on September 12, 2019 and recommended the following slate of officers for the 2019-2020 fiscal year:

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.



Kent Burto, Secretary

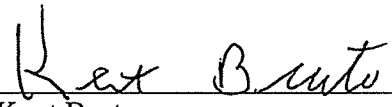
JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 10.03.2019.05
Authorize Charge Off of Administrative Services Billing to In-Kind Services

WHEREAS, CFO Lyle Eaton recommended charging of \$298,512 for the administrative services billing to in-kind services ending 9/30/19, 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.



Kent Burto
Secretary