

Jefferson County Local Development Corporation

800 Starbuck Avenue, Suite 800

Watertown, New York 13601

Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

Notice of Board Meeting

Date: September 20, 2018

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

From: Donald C. Alexander, CEO

Re: Notice of Annual Board of Directors' Meeting

The Jefferson County Local Development Corporation will hold their annual Board Meeting on Thursday, October 4, 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 at your earliest convenience.

pss

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

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REVISED ANNUAL BOARD MEETING AGENDA

Thursday, October 4, 2018 – 8:00 a.m.

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes of the Meeting of September 6, 2018
Special Meeting Minutes of September 25, 2018**
- V. Treasurer's Report for September 30, 2018**
- VI. Committee Reports**
 - a. Creation of Ad hoc committees**
 - b. Governance Committee**
 - i. Consider Resolution Number 10.04.2018.01 for Annual Internal Policy and Procedure Review**
 - ii. Proposed Sexual Harassment Policy**
 - c. Personnel Committee**
 - i. Consider Resolution Number 10.04.2018.02 to Establish Percentage for Profit Share for year ending 9/30/18**
 - ii. Consider Resolution Number 10.04.2018.03 for CEO Salary Increase**
 - d. Nominating Committee**
 - i. Consider Resolution Number 10.05.2018.04 for Election of Officers for 2018-2019 FY**
- VII. Council Reports**
 - a. Manufacturing**
 - b. Marketing**
 - c. Jefferson County Agricultural Development – Requests to Apply for Grant Funds for a USDA Meat Processing Facility in the Thousand Islands International Agribusiness Park and Great Lakes Cheese Company of Adams, NY**
- VIII. Unfinished Business**
- IX. Counsel**
- X. New Business**
 - 1. Charge Off Administrative Services Billing to In-Kind Services**
- XI. Adjournment**

**Jefferson County Local Development Corporation
Board Meeting Minutes
September 6, 2018**

The Jefferson County Local Development Corporation held a board meeting on Thursday, September 6, 2018 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Also Present: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Gaetano Javarone, David Geurtsen, Esq., Donald Rutherford, Jim Mason, and Marcus Wolf of the Watertown Daily Times

Excused: John Jennings

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 August 2, 2018 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Gardner. All in favor. Carried.
- V. **Treasurer’s Report:** Mr. Aliasso reviewed the financials for the period ending August 31, 2018. A motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Warneck. All in favor. Carried.

Mr. Duvall entered the meeting at 8:06 a.m.

VI. Committee Reports:

a. Loan Review Committee

- i. **Resolution Number 09.06.2018.01 for AYDM Associates LLC** – Mr. Javarone joined the meeting at 8:07 a.m. Mr. Alexander provided a brief background. He said the community launched the effort to build housing for Fort Drum to stimulate development, which included Mr. Javarone’s project.

Ms. L’Huillier entered the meeting.

At 8:10 a.m. a motion was made by Mr. Warneck to enter into executive session to discuss the personal financials of a particular company, seconded by Mr. Duvall. Staff, Board Members, Counsel and Mr. Javarone remained.

At 8:20 a.m. a motion was made by Mr. Warneck to leave executive session and resume the regular meeting, seconded by Mr. Aliasso. All in favor. Carried.

Marcus Wolf and Attorney David Geurtsen entered the meeting.

Mr. Eaton pointed out that the August payment was already made; therefore, the resolution should be amended to be effective September 1, 2018. A motion was made by Mr. Walldroff to approve the amended resolution (attached), seconded by Mr. Johnson. All in favor. Carried.

VII. Council Reports:

Manufacturing

Mr. Zembiec mentioned the annual manufacturing day which will be held October 12. He said they continue to work with the three counties and local schools and are busy lining up manufacturing tours.

Marketing

Mr. Weir recognized Great Lakes Cheese for winning the champion award at the New York State Fair. Mr. Zembiec said that HP Hood also won an award. Mr. Weir said that he recently completed a grant for StateBook and mentioned that National Grid will pay for half of it. Mr. Weir said that he is currently planning a breakfast meeting for mid-October and indicated that Watertown Savings Bank will sponsor it. Lastly, he read aloud the proposed script for the video commercial and asked board members for feedback.

Mr. Rutherford entered meeting at 8:30 a.m.

Ag – No Report.

VIII. Unfinished Business:

- 1. Summary of Strategy Session** – Mr. Gardner said that he did not get a lot of feedback from board members, but did from Jay Matteson. He recommended putting together some ad hoc committees consisting of board members and staff. He suggested starting with three which would include Communications, Alternative Energy, and Ag. Mr. Converse asked board members for volunteers. Mr. Gardner indicated that he will coordinate this effort. Mr. Zembiec asked if workforce should be included given its importance and attention from staff. Mr. Gardner replied that the intent was to provide a focus for board attention and trust staff to direct their own efforts as needed. Mr. Alexander said that it will be a benefit to staff to have a strategic structure.

Jim Mason entered the meeting at 8:41 a.m.

Mr. Converse reminded board members of the upcoming committee meetings to be held on Thursday, September 13, 2018.

IX. Counsel: None.

X. New Business: None.

XI. 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 8:47 a.m.

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 09.06.2018.01

**RESOLUTION FOR AUTHORIZING A MODIFICATION TO THE LOAN TO
AYDM ASSOCIATES, LLC**

WHEREAS, a request to modify the loan for interest only for six months effective September 1, 2018, and

WHEREAS, this is a participation loan with Watertown Savings Bank and DANC, and

WHEREAS, Staff reviewed this request and recommends approval contingent upon participation by Watertown Savings Bank and DANC, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Local Development Corporation that it herein approves the request for the modification to the AYDM Associates, LLC loan and that all other terms and conditions of the original loan remain in effect, 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
Special Board Meeting Minutes
September 25, 2018**

DRAFT

The Jefferson County Local Development Corporation held a special board meeting on Tuesday, September 25, 2018 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: David Converse, Chair, Kent Burto, W. Edward Walldroff, Robert Aliasso, Gregory Gardner, Lisa L’Huillier, Paul Warneck

Also Present: Don Alexander, David Zembiec, Peggy Sampson, Joseph Russell, Esq., and Marcus Wolf of the Watertown Daily Times

Excused: John Jennings, Richard Duvall, 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. Special Business:**
 - 1. Parking Lot Lease Agreements with City of Watertown and County of Jefferson for Stream NY** – Mr. Alexander provided background on the project and agreements that are in place. He said that the original agreements were between WICLDC and the City and County because they could not lease directly to the IDA. Mr. Zembiec pointed out that at that time all of our agencies were under the same umbrella group. However, Mr. Zembiec said that now it just makes sense for the JCLDC to have the agreements with the City and County. Mr. Alexander said that Convergys elected to a 3 year extension this time around.

Mr. Converse recapped and said that the IDA owns the top portion of the building, Washington Street Properties owns the bottom portion, the LDC now has the parking lot leases with the City and County and sub-leases to the IDA for those parking lot leases.

Ms. L’Huillier, Board Member and City of Watertown Councilwoman, said that she recused herself and left the room while City Council discussed and voted on the Parking Lot Lease Agreement with JCLDC.

Parking Lot Lease Agreement with City of Watertown for Stream NY – After review and discussion, a motion was made by Mr. Burto to approve the agreement as presented, seconded by Mr. Aliasso. All in favor. Carried.

Parking Lot Lease Agreement with County of Jefferson for Stream NY – Mr. Aliasso pointed out a typo on page 1. The WICLDC reference needs to be replaced with JCLDC. After review and discussion, a motion was made by Mr. Walldroff to approve the agreement as amended, seconded by Mr. Aliasso. All in favor. Carried.
 - 2. Sub-Lease Agreement with JCIDA for City of Watertown** – After review and discussion, a motion was made by Mr. Aliasso to approve the agreement as presented, seconded by Mr. Gardner. All in favor. Carried.

**Jefferson County Local Development Corporation
Special Board Meeting Minutes
September 25, 2018**

DRAFT

Sub-Lease Agreement with JCIDA for County of Jefferson – After review and discussion, a motion was made by Mr. Burto to approve the agreement as presented, seconded by Mr. Gardner. All in favor. Carried.

- IV. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Mr. Gardner. All in favor. The meeting adjourned at 8:18 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.

Donald C. Alexander, CEO

DRAFT

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.

DRAFT

**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.

David J. Converse
Chairman

DRAFT

**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.

Donald C. Alexander
CEO