

Notice of Board Meeting

Date: November 17, 2022

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

From: Chairman Robert Aliasso

Re: Notice of Board of Directors' Meeting

The Jefferson County Local Development Corporation will hold their monthly Board Meeting on **Thursday, December 1, 2022 at 8:00 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

The live stream link is available at www.jcida.com.

Zoom:

<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVVjKytDdz09>
Meeting ID: 843 5525 0468
Passcode: 011440
1-929-205-6099 US (New York)

Please confirm your attendance with Peggy Sampson pssampson@jcida.com at your earliest convenience.

pss

c: David Zembiec, CEO
Marshall Weir
Lyle Eaton
Jay Matteson
Joy Nuffer
Robin Stephenson
Justin Miller, Esq.
Media

BOARD MEETING AGENDA
Thursday, December 1, 2022 – 8:00 a.m.

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes – November 3, 2022**
- V. Treasurer’s Report – November 30, 2022**
- VI. Committee Reports**
 - a. Governance Committee**
 - i. Resolution No. 12.01.2022.01 for Annual Internal Policy and Procedure Review**
 - ii. Summary Results of Confidential Evaluation of Board Performance**
 - b. Nominating Committee**
 - c. Personnel Committee**
 - i. Resolution No. 12.01.2022.02 to Establish Percentage for Discretionary Contribution for year ending 12/31/22**
 - ii. Resolution No. 12.01.2022.03 for CEO Salary Increase and Contract Modification**
- VII. Council Reports**
 - a. Jefferson County Agricultural Development**
 - b. Manufacturing**
 - c. Marketing**
- VIII. Unfinished Business**
 - 1. ARPA Funds Report**
 - 2. Food Resiliency Grant (ARPA) – Thousand Islands Winery**
- IX. Counsel**
- X. New Business**
- XI. Adjournment**

**Jefferson County Local Development Corporation
Board Meeting Minutes
November 3, 2022**

DRAFT

The Jefferson County Local Development Corporation held their board meeting on Thursday, November 3, 2022 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huilier, Christine Powers, Gregory Gardner, David Converse, William Johnson, W. Edward Walldroff, Kent Burto, John Jennings

Excused: Rob Aiken

Absent: None

Also Present: Anthony Fiorentino (C&S Companies)
(Zoom): Justin Miller, Esq.

Staff Present: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Jay Matteson, Joy Nuffer, Robin Stephenson

- I. **Call to Order:** Chairman Aliasso called the meeting to order at 8:00 a.m.
- II. **Pledge of Allegiance**
- III. **Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- IV. **Minutes:** Minutes of the meeting held October 6, 2022 were presented. A motion to approve the minutes as presented was made by Mr. Gardner, seconded by Mr. Jennings. All in favor. Carried.
- V. **Treasurer's Report:** Mr. Warneck reviewed the financials for the period ending October 31, 2022. Mr. Warneck reported that income and expenses are down mostly due to the grant program funds. He noted there is a decline in Marketing. A motion was made by Mr. Johnson to accept the financial report as presented, seconded by Ms. Powers. All in favor. Carried.
- VI. **Committee Reports:** None.
- VII. **Council Reports:**
 - a. **Ag** – Mr. Matteson updated the board on the following:
 - Food Resiliency Grant Program** – Mr. Matteson said that he continues to work with the grant program participants. He noted that two recipients have withdrawn their project. He said the money will go back in the pot to be reallocated.
 - Dairy Processing** – Mr. Matteson said that information has been put together for a proactive dairy processing report to be able to provide a rapid response when needed.
 - CWT Farms International** – Mr. Matteson reported that the project is on track and noted that the steel for the project was delivered two months early despite delays for other materials.

Ag Workforce – Mr. Matteson said this is a huge issue. He said that a meeting was held with Dr. Richard Stup (Director of Agricultural Workforce Development at Cornell University) to build a relationship between our office and their organization.

Ag Council – Mr. Matteson said there are a few vacancies. He said he will be look into the membership and see if he needs to identify other representatives within the county.

Meat Processor – Mr. Warneck asked if Mr. Ebersol found a new location. Mr. Matteson said yes. Mr. Warneck asked if the meat processing companies will become USDA certified as a group or individually. Mr. Matteson said individually. Mr. Matteson said that he could try to convene at meeting to see if there is an interest in working as a group with the possibility of sharing a vet with set schedules.

- b. **Manufacturing** – Mr. Weir said that Manufacturing Day was a success and included over 1,000 students and several manufacturing companies within Jefferson, Lewis and St. Lawrence counties. He said that it’s important for the students to see the employees, the cleanliness of the plants and to know that the average wage for a manufacturing job is \$67,000 per year.

Mr. Zembiec said that we are working with Lewis County to schedule a manufacturing roundtable meeting for mid-December. The previous roundtable held in March focused on workforce development and included teachers and counselors from local schools. This session will focus on identifying broader issues affecting manufacturing.

- c. **Marketing** – Mr. Weir said that Ms. Stephenson is working on a newsletter that will be sent out within the next month or so.

VIII. Unfinished Business:

- 1. **ARPA Funds Report** – Mr. Weir acknowledged Ms. Nuffer for doing an incredible job on keeping us on track with the ARPA grant programs.

Mr. Zembiec handed out a spreadsheet showing the status of each program. The current balance is \$2,721,421.63. He pointed out that some of the projects have not requested their reimbursement funding as of yet. So despite the unspent balance, most funds have been awarded.

Mr. Zembiec said that we recently submitted a request for the second round of ARPA grants through the County.

- 2. **Small Business Productivity Improvement Grants (ARPA)** – Chairman Aliasso said that there are four additional applications for this program.

Chelsey Wise Photography	\$1,123.20
Otter Creek Winery LLC	\$7,596
Hall Pass Tavern	\$4,936
Mscorp LLC d/b/a Exhale Spa & Salon	<u>\$9,192</u>
TOTAL	\$22,847.20

**Jefferson County Local Development Corporation
Board Meeting Minutes
November 3, 2022**

DRAFT

Chairman Aliasso asked for a motion to approve the recommendations. A motion was made by Mr. Burto, seconded by Ms. Powers. Discussion ensued. Mr. Warneck asked where Hall Pass Tavern and Mscorp Spa & Salon are located. Mr. Weir said that Hall Pass Tavern is located in Carthage and Mscorp Spa & Salon is located in Watertown. All in favor. Carried.

Anthony Fiorentino entered the meeting at 8:26 a.m.

- 3. Incumbent Worker Training (ARPA)** – Chairman Aliasso said that there is one additional application for this program.

Watertown Family YMCA	<u>\$12,000</u>
TOTAL	\$12,000

Chairman Aliasso asked for a motion to approve the recommendation. A motion was made by Mr. Converse, seconded by Mr. Jennings. No discussion. All in favor. Carried.

IX. Counsel: None.

X. New Business: None.

XI. Adjournment: With no further business before the board, a motion to adjourn was made by Mr. Burto, seconded by Mr. Gardner. All in favor. The meeting adjourned at 8:29 a.m.

Respectfully submitted,

Peggy Sampson

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Income Statement for the Eleven Month Period Ending November 30, 2022

Prepared by Joy Nuffer, November 22, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Revenues					
Admin Fees	\$ 792,260.00	733,271.00	\$ 58,985.00	58,985.00	58,989.00
JC Grant Marketing	352,512.00	321,300.00	22,950.00	22,950.00	31,212.00
JC Grant Ag Program	173,400.00	161,840.00	11,560.00	11,560.00	11,560.00
RLF Interest Income	35,613.00	23,357.92	639.96	1,008.87	12,255.08
Grant Income Federal	0.00	580,481.50	34,903.13	137,746.67	(580,481.50)
Interest Income	1,468.00	1,677.29	0.00	142.63	(209.29)
Late Fee	0.00	1,580.77	38.18	21.56	(1,580.77)
Miscellaneous Income	250.00	81,650.99	0.00	500.00	(81,400.99)
AG Conference	0.00	3,000.00	0.00	0.00	(3,000.00)
Total Revenues	1,355,503.00	1,908,159.47	129,076.27	232,914.73	(552,656.47)
Expenses					
Salaries	661,620.00	566,111.92	43,029.36	43,029.36	95,508.08
Benefits	293,639.00	233,567.55	16,580.57	16,422.22	60,071.45
Operations					
Marketing Program	389,017.00	318,548.83	20,229.55	26,971.40	70,468.17
AG Program	260,068.00	236,467.69	14,727.16	15,504.99	23,600.31
Office Expense	22,385.00	20,802.96	169.71	1,389.28	1,582.04
Payroll Processing	4,311.00	4,344.60	301.30	301.30	(33.60)
Office Rent	22,243.00	20,992.60	1,516.82	1,516.82	1,250.40
Project Loan Rent	69,929.00	65,266.18	4,661.87	4,661.87	4,662.82
Office Cleaning	13,631.00	13,239.13	992.30	992.30	391.87
Telephone	8,928.00	7,408.08	376.47	371.44	1,519.92
Equipment Rental	4,520.00	4,423.51	0.00	340.27	96.49
Equipment Maintenance	5,106.00	5,165.06	1,113.00	0.00	(59.06)
System Maintenance	3,143.00	6,612.80	499.50	85.00	(3,469.80)
System Security	0.00	446.22	0.00	0.00	(446.22)
Electric Service	5,164.00	6,490.73	0.00	426.26	(1,326.73)
Gas Service	3,686.00	2,465.29	0.00	157.31	1,220.71
Business Support	7,500.00	6,519.00	0.00	0.00	981.00
Safety Training	280.00	280.00	0.00	0.00	0.00
Travel/Promotion/Meals	8,787.00	2,520.87	298.13	0.00	6,266.13
Staff Training & Seminars	3,000.00	1,519.00	0.00	109.00	1,481.00
Depreciation F&F	18,770.00	18,375.68	1,361.18	1,361.18	394.32
Dues & Publications	13,446.00	10,889.20	0.00	275.00	2,556.80
Commercial Insurance	0.00	5,364.92	283.78	283.78	(5,364.92)
Legal Unrestricted	1,000.00	0.00	0.00	0.00	1,000.00
Accounting & Auditing	13,500.00	6,500.00	0.00	0.00	7,000.00
CEDS Update	7,500.00	7,500.00	0.00	0.00	0.00
Fees Expense	575.00	921.00	0.00	0.00	(346.00)
Grants Expense Federal	0.00	580,481.50	34,903.13	137,746.67	(580,481.50)
Covid Grant	10,000.00	8,750.00	0.00	0.00	1,250.00
Reallocated Program Expenses	(500,245.00)	(464,858.56)	(32,684.16)	(32,677.82)	(35,386.44)
Miscellaneous - Unrestricted	500.00	0.00	0.00	0.00	500.00
Total Operations	1,352,003.00	1,697,115.76	108,359.67	219,267.63	(345,112.76)
Total Revenue	1,355,503.00	1,908,159.47	129,076.27	232,914.73	(552,656.47)
Total Expenses	1,352,003.00	1,697,115.76	108,359.67	219,267.63	(345,112.76)
Net Income Over Expenditures	\$ 3,500.00	211,043.71	\$ 20,716.60	13,647.10	(207,543.71)

For Internal Use Only

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

AG Program Expense Statement for the Eleven Month Period Ending November 30, 2022

Prepared by Joy Nuffer, November 21, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Operations					
AG Annual Meeting	\$ 5,000.00	8,470.91	\$ 0.00	0.00	(3,470.91)
AG Office Expense	1,216.00	2,841.12	0.00	0.00	(1,625.12)
AG Advertising	6,560.00	3,875.63	0.00	415.63	2,684.37
AG Printed Material	1,000.00	0.00	0.00	0.00	1,000.00
AG Membership/Dues	499.00	341.00	0.00	242.00	158.00
AG Business Attraction	3,800.00	300.00	0.00	0.00	3,500.00
AG Subscriptions	320.00	254.88	0.00	0.00	65.12
AG Travel/Meals/Lodging	4,051.00	235.18	0.00	126.54	3,815.82
Dairy Parade	0.00	1,390.00	0.00	0.00	(1,390.00)
AG Web Site Development	2,000.00	285.12	0.00	0.00	1,714.88
AG Misc Program Expenses	1,000.00	0.00	0.00	0.00	1,000.00
AG Development	497.00	497.05	0.00	0.00	(0.05)
Local Food Guide	1,600.00	1,600.00	0.00	0.00	0.00
Salary Overhead	116,605.00	109,315.24	7,290.10	7,290.10	7,289.76
FICA Overhead	6,752.00	6,233.66	425.14	425.14	518.34
Medicare Overhead	1,626.00	1,664.93	99.43	99.43	(38.93)
Health/Dental Ins Overhead	36,985.00	36,128.34	2,703.09	2,696.75	856.66
Retirement Overhead	14,017.00	10,518.44	437.40	437.40	3,498.56
Indirect Labor Allocation	49,917.00	46,322.52	3,345.00	3,345.00	3,594.48
Non Labor Allocated Overhead	6,623.00	6,193.67	427.00	427.00	429.33
Total Operations	260,068.00	236,467.69	14,727.16	15,504.99	23,600.31

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

Manuf. & Business Support Expense Statement for the Eleven Month Period Ending November 30, 2022

Prepared by Joy Nuffer, November 21, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Operations					
Business Support	\$ 7,500.00	6,519.00	\$ 0.00	0.00	981.00
Safety Training	280.00	280.00	0.00	0.00	0.00
Total Operations	<u>7,780.00</u>	<u>6,799.00</u>	<u>0.00</u>	<u>0.00</u>	<u>981.00</u>

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**Marketing Program Expense Statement for the Eleven Month Period Ending November 30, 2022**

Prepared by Joy Nuffer, November 21, 2022

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Operations					
Advertising Expense	\$ 54,698.00	30,510.40	\$ 1,832.55	957.00	24,187.60
Canadian Marketing	15,000.00	0.00	0.00	0.00	15,000.00
Printed Material	2,000.00	1,414.71	440.00	0.00	585.29
Seminars Workshops Publicatio	2,526.00	525.80	0.00	0.00	2,000.20
Business Awards	2,000.00	0.00	0.00	0.00	2,000.00
Travel/Meals/Promotion	6,037.00	662.44	0.00	84.56	5,374.56
Public Relations	3,000.00	2,687.84	0.00	2,687.84	312.16
Web Site Dev & Promo Design	10,735.00	2,619.99	0.00	285.00	8,115.01
Events Sponsorship	14,928.00	21,645.89	0.00	0.00	(6,717.89)
FDRLO MEMBERSHIP	5,000.00	5,000.00	0.00	5,000.00	0.00
Survey Monkey	200.00	0.00	0.00	0.00	200.00
Drum Country Business	5,000.00	5,000.00	0.00	0.00	0.00
Allocated Overhead	267,893.00	248,481.76	17,957.00	17,957.00	19,411.24
Total Operations	389,017.00	318,548.83	20,229.55	26,971.40	70,468.17

Jefferson County Local Development Corp
Balance Sheet
November 30, 2022

ASSETS

Current Assets		
General Checking	\$	1,503,456.31
Savings Account		1,616,088.44
RLF Savings		1,899,724.70
RLF Loans Receivable		198,138.78
N Grid Mkt Grant European		12,500.00
COVID Accounts Receivable		154,641.85
Clayton Loans Receivable		8,751.68
Miscellaneous Recievable		7,000.00
Due YMCA		400,000.00
LHI Records Storage		87,029.51
Prepaid Expense		2,418.30
		5,889,749.57
Total Current Assets		
Property and Equipment		
Accumulated Depreciation		(78,603.78)
		(78,603.78)
Total Property and Equipment		
Other Assets		
Furniture & Fixtures		77,387.89
		77,387.89
Total Other Assets		
Total Assets	\$	5,888,533.68

LIABILITIES AND CAPITAL

Current Liabilities		
Grants Payable YMCA	\$	400,000.00
ARPA Food Grant		249,722.81
ARPA Child Care Grant		601,163.46
ARPA Small Business & Training		283,521.25
ARPA Rental Property Deferred		344,110.98
JC Grant-Marketing		229,500.00
JC Grant Agriculture Program		11,560.00
Deferred Mkt. Grant European		12,500.00
		2,132,078.50
Total Current Liabilities		
Long-Term Liabilities		
		0.00
Total Long-Term Liabilities		
Total Liabilities		2,132,078.50
Capital		
General Fund Bal - Unrestrict.		3,545,411.47
Net Income		211,043.71
		3,756,455.18
Total Capital		
Total Liabilities & Capital	\$	5,888,533.68

Jefferson County Local Development Corp

Receivables

As of November 30, 2022

Customer	Orig Loan	Balance	Issued	Maturity	Terms	Status	Payment
JAY CANZONIER	100,000.00	32,188.19	4/26/17	7/1/2026	3%- 84 Months	Current	726.73
CLAYTON ISLAND TOURS	40,000.00	10,232.86	4/29/20	5/1/2026	5%-73 Months	Current	198.97
CLAYTON YACHT CLUB	40,000.00	38,139.10	8/4/21	8/1/2027	3%-73 Months	Current	718.75
DIPRINZIO'S KITCHEN	5,000.00	4,375.84	1/22/21	2/1/2027	3%, 60 Months	30 Days	89.84
DIPRINZIO'S MARKET	5,000.00	4,375.84	1/22/21	2/1/2027	3%, 60 Months	30 Days	89.84
WICLDC	200,000.00	96,567.51	12/1/10	1/1/2031	3%, 240 Months	Current	1,109.20
WICLDC-JAIN	98,082.50	21,011.12	9/10/18	10/1/2023	3.5% 60 Months	Current	1,784.29
Report Total		206,890.46					

**Jefferson County Local Development Corp
RLF Aged Receivables
As of Nov 30, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
CANZONIER JAY CANZONIER D/B/A NORTH BRANCH FARMS	2086	32,188.19
		<hr/>
CANZONIER JAY CANZONIER D/B/A NORTH BRANCH FARMS		32,188.19
		<hr/>
CLAYTON ISLAND CLAYTON ISLAND TOURS	2242	10,232.86
		<hr/>
CLAYTON ISLAND CLAYTON ISLAND TOURS		10,232.86
		<hr/>
CLAYTON YACHT CLAYTON YACHT CLUB, INC.	2344	38,139.10
		<hr/>
CLAYTON YACHT CLAYTON YACHT CLUB, INC.		38,139.10
		<hr/>
WIC WICLDC	1907 RLF LOAN	96,567.51 21,011.12
		<hr/>
WIC WICLDC		117,578.63
		<hr/>
Report Total		198,138.78
		<hr/> <hr/>

**Jefferson County Local Development Corp
Clayton Loans Aged Receivables
As of Nov 30, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
DIPRINZIO KITCHEN DIPRINZIO'S KITCHEN	2309	4,375.84
		<hr/> 4,375.84
DIPRINZIO KITCHEN DIPRINZIO'S KITCHEN		
		<hr/> 4,375.84
DIPRINZIO MARKET DIPRINZIO'S MARKET	2310	4,375.84
		<hr/> 4,375.84
DIPRINZIO MARKET DIPRINZIO'S MARKET		
		<hr/> 8,751.68
Report Total		

**Jefferson County Local Development Corp
 COVID Aged Receivables
 As of Nov 30, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
AUBREYS AUBREYS SHOPPING CENTER	2241	7,155.63
		<hr/> 7,155.63
AUBREYS AUBREYS SHOPPING CENTER		
		<hr/>
BROTHERTON STEVEN BROTHERTON	2252	5,655.29
		<hr/> 5,655.29
BROTHERTON STEVEN BROTHERTON		
		<hr/>
CCTI COLLEENS CHERRY TREE INN	2238	7,478.48
		<hr/> 7,478.48
CCTI COLLEENS CHERRY TREE INN		
		<hr/>
CORNELIA LAURIE A. CORNELIA	2240	7,146.10
		<hr/> 7,146.10
CORNELIA LAURIE A. CORNELIA		
		<hr/>
DEMAR AMY S. DEMAR	2237	6,984.81
		<hr/> 6,984.81
DEMAR AMY S. DEMAR		
		<hr/>
ELMER KATHLEEN ELMER	2253	7,327.93
		<hr/>

**Jefferson County Local Development Corp
 COVID Aged Receivables
 As of Nov 30, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
ELMER KATHLEEN ELMER		7,327.93
FIELD FIELD OF DREAMS, LLC	2267	8,117.99
FIELD FIELD OF DREAMS, LLC		8,117.99
GOULD ROBERT L. GOULD	2234	7,155.63
GOULD ROBERT L. GOULD		7,155.63
GRAPES BUSTED GRAPES,LLC	2250	7,568.10
GRAPES BUSTED GRAPES,LLC		7,568.10
HERMAN BONNIE HERMAN	2235	7,155.63
HERMAN BONNIE HERMAN		7,155.63
MILLER GAIL W. MILLER	2236	6,993.83
MILLER GAIL W. MILLER		6,993.83

**Jefferson County Local Development Corp
 COVID Aged Receivables
 As of Nov 30, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
MORGIA MORGIA MASONRY	2264	7,317.03
MORGIA MORGIA MASONRY		7,317.03
NORTH BRANCH NORTH BRANCH FARMS	2262	7,316.99
NORTH BRANCH NORTH BRANCH FARMS		7,316.99
NORTHERN NORTHERN COMMERCIAL CLEANING	2263	7,285.45
NORTHERN NORTHERN COMMERCIAL CLEANING		7,285.45
NORTHROP MICHAEL NORTHROP	2245	6,993.83
NORTHROP MICHAEL NORTHROP		6,993.83
PAINFULL PAINFULL ACRES	2255	3,412.99
PAINFULL PAINFULL ACRES		3,412.99
RHODES RHODES GREENHOUSES, INC	2261	7,478.02

**Jefferson County Local Development Corp
 COVID Aged Receivables
 As of Nov 30, 2022**

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
RHODES RHODES GREENHOUSES, INC		7,478.02
SAMPSON-MELISSA MELISSA SAMPSON	2254	7,478.02
SAMPSON-MELISSA MELISSA SAMPSON		7,478.02
SKINNER SCOTT P. SKINNER	2248	7,316.63
SKINNER SCOTT P. SKINNER		7,316.63
TILLSON ALISHA TILLSON	2249	6,993.83
TILLSON ALISHA TILLSON		6,993.83
WILLS GREG WILLS	2246	6,831.62
WILLS GREG WILLS		6,831.62
ZERO ZERO DOCK STREET, LLC	2280	7,478.02
ZERO ZERO DOCK STREET, LLC		7,478.02

Jefferson County Local Development Corp
COVID Aged Receivables
As of Nov 30, 2022

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
Report Total		154,641.85

Jefferson County Local Development Corp
Miscellaneous Aged Receivables
As of Nov 30, 2022

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/C	Amount Due
National Grid EURO N GRID EURO GRANT 4373	2152	7,000.00
		<hr/>
National Grid EURO N GRID EURO GRANT 4373		7,000.00
		<hr/>
Report Total		7,000.00
		<hr/> <hr/>

Jefferson County Local Development Corp
Cash Receipts Journal
For the Period From Nov 1, 2022 to Nov 30, 2022

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction Ref	Line Description	Debit Amnt	Credit Amnt
11/3/22	122250 407501 112501	2288	Invoice: 2241 11/22 INTEREST AUBREYS SHOPPING CENTER	179.69	161.40 18.29
11/3/22	122250 407501 112501	6897	Invoice: 2235 11/22 INTEREST BONNIE HERMAN	179.69	161.40 18.29
11/3/22	122250 407501 112501	1157	Invoice: 2263 11/22 INTEREST NORTHERN COMMERCIAL CLEANING	180.00	161.39 18.61
11/3/22	122250 407501 112501	5118691	Invoice: 2280 11/22 INTEREST ZERO DOCK STREET, LLC	179.69	160.59 19.10
11/3/22	122250 407501 112501	8709	Invoice: 2240 11/22 INTEREST LAURIE A. CORNELIA	179.69	161.40 18.29
11/3/22	122250 407501	1038	Invoice: 2249 10/22, 11/22, 12/22 INTEREST		484.19 54.88
	412502 112501		10/22 LATE FWW ALISHA TILLSON	549.85	10.78
11/3/22	122250 407501 112501	1515	Invoice: 2234 11/22 INTEREST ROBERT L. GOULD	179.69	161.40 18.29
11/3/22	122025 407501 112501	5151	Invoice: 2344 11/22 INTEREST CLAYTON YACHT CLUB, INC.	718.75	621.85 96.90
11/3/22	122025 407501 112501	995037	Invoice: 2242 INTEREST CLAYTON ISLAND TOURS	198.97	98.23 100.74
11/3/22	125001 100001	7849	Invoice: 2371 JEFF COUNTY IDA	58,985.00	58,985.00
11/3/22	125001 100001	1453	Invoice: 2380 DRUM COUNTRY NEW YORK	500.00	500.00
11/9/22	122025 407501 112501	5214	Invoice: 2086 11/22 INTEREST JAY CANZONIER D/B/A NORTH BRANCH FARMS	726.73	644.65 82.08
11/9/22	122250 407501 112501	5215	Invoice: 2262 11/22 INTEREST NORTH BRANCH FARMS	179.73	161.03 18.70
11/9/22	122250 407501 112501	58264401	Invoice: 2253 11/22 INTEREST KATHLEEN ELMER	180.00	161.30 18.70
11/9/22	122250 407501 112501	2095	Invoice: 2237 12/22 INTEREST AMY S. DEMAR	179.69	161.80 17.89
11/9/22	122250	7000325	Invo -20- 245		161.80

**Jefferson County Local Development Corp
Cash Receipts Journal
For the Period From Nov 1, 2022 to Nov 30, 2022**

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction Ref	Line Description	Debit Amnt	Credit Amnt
	407501 112501		12/22 INTEREST MICHAEL NORTHROP	179.69	17.89
11/17/22	202401 202501 100001	19644	DUE JCLDC DUE SHLDC PAINFULL ACRES	179.00	89.50 89.50
11/17/22	122250 407501 112501	6398	Invoice: 2255 1/23 INTEREST PAINFULL ACRES	89.50	80.77 8.73
11/17/22	122250 407501 112501	4252	Invoice: 2264 11/22 INTEREST MORGIA MASONRY	179.69	160.99 18.70
11/17/22	122250 407501 412502 112501	1261	Invoice: 2238 9/22 & 10/22 INTEREST LATE FEES COLLEENS CHERRY TREE INN	376.00	320.78 38.60 16.62
11/17/22	122250 407501 412502 112501	1330	Invoice: 2254 10/22 INTEREST 10/22 LATE FEE MELISSA SAMPSON	190.47	160.59 19.10 10.78
11/17/22	122250 407501 112501	4231	Invoice: 2236 11/22 & 12/22 INTEREST GAIL W. MILLER	359.38	323.20 36.18
				<u>64,850.90</u>	<u>64,850.90</u>

Jefferson County Local Development Corp
Check Register
For the Period From Nov 1, 2022 to Nov 30, 2022

Filter Criteria includes: Report order is by Date.

Check #	Date	Payee	Cash Account	Amount
6369	11/2/22	CINTAS	100001	63.65
6370	11/2/22	COUGHLIN PRINTIN	100001	47.51
6371	11/2/22	EXCELLUS BC/BS	100001	12,016.52
6372	11/2/22	THE HARTFORD	100001	313.94
6373	11/2/22	NATIONAL GRID	100001	583.57
6374	11/2/22	SYNTELA CONFERE	100001	9.07
6375	11/2/22	WB MASON CO INC.	100001	135.97
6376	11/2/22	WELLS FARGO FIN	100001	340.27
6377	11/2/22	WICLDC	100001	1,516.82
6378	11/2/22	WATERTOWN LOC	100001	4,661.87
6379	11/2/22	WPBS	100001	557.00
6380	11/2/22	EXCELLUS BC/BS	100001	408.01
6381	11/2/22	EXCELLUS BC/BS	100001	651.86
6382	11/2/22	SPOKEN EXPRESSI	100001	145.00
6383	11/3/22	BLUE MOUNTAIN S	100001	44.00
6384	11/3/22	KEY BANK	100001	1,592.47
6385	11/3/22	WATERTOWN ROT	100001	143.00
6386	11/4/22	CORINNE LAWTON	100001	4,220.00
6387	11/10/22	RBC WEALTH MAN	100001	2,839.19
6388	11/10/22	STEVENS MEDIA G	100001	400.00
6389	11/10/22	UNITED WAY OF NN	100001	116.50
6390	11/10/22	GWNC CHAMBER O	100001	250.00
6391	11/15/22	CINTAS	100001	63.65
6392	11/15/22	EURO FARMS	100001	1,450.00
6393	11/15/22	NORTHERN COMME	100001	3,352.32
6394	11/15/22	NORTHERN COPY P	100001	549.00
6395	11/15/22	SAM'S CLUB	100001	72.20
6396	11/15/22	WESTELCOM	100001	367.40
6397	11/16/22	MONTHLY BOXER	100001	7,000.00
6398	11/17/22	JCLDC	100001	89.50
6399	11/17/22	NNY ONLINE	100001	499.50
6400	11/17/22	ONTARIO BAYS INIT	100001	50.00

Jefferson County Local Development Corp
Check Register
For the Period From Nov 1, 2022 to Nov 30, 2022

Filter Criteria includes: Report order is by Date.

Check #	Date	Payee	Cash Account	Amount
6401	11/17/22	SACKETS HARBOR	100001	89.50
6402	11/17/22	ROBIN STEPHENSO	100001	298.13
6404	11/17/22	EBERSOL'S CUSTO	100001	9,000.00
6405	11/22/22	NORTHERN COMME	100001	865.00
6406	11/22/22	NORTHERN COMPU	100001	564.00
6407	11/22/22	RBC WEALTH MAN	100001	2,839.19
6408	11/22/22	SPECTRUM REACH	100001	1,275.55
6409	11/22/22	SPOKEN EXPRESSI	100001	295.00
6410	11/22/22	UNITED WAY OF NN	100001	116.50
6411	11/22/22	ST LAWRENCE SAL	100001	<u>9,880.81</u>
Total				<u><u>69,773.47</u></u>

**Jefferson County Local Development Corporation
Governance Committee Meeting Minutes
November 15, 2022**

The JCLDC held a governance committee meeting in the board room at 800 Starbuck Avenue, Watertown, NY on Tuesday, November 15, 2022.

Present: W. Edward Walldroff, William Johnson, Paul Warneck

Excused: Greg Gardner

Also Present: David Zembiec, Peggy Sampson, Robin Stephenson
Zoom: Justin Miller, Esq.

I. Call to Order: Mr. Walldroff called the meeting to order at 1:00 p.m.

II. Pledge of Allegiance

III. Annual Confidential Board Evaluations: Committee members reviewed the summary results from this year and compared them to last year. Mr. Walldroff said there are a couple of areas to look at and suggested the full board could have a discussion at an upcoming board meeting. It was noted the following questions should be targeted for the discussion at the board level:

#5 – The Board sets clear and measurable goals for the Authority that contribute to accomplishing its mission.

#10 – The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.

#15 – The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.

Mr. Zembiec said the Board could review the County CEDS plan for key areas to assess progress. Mr. Walldroff noted that the Board deals with higher risk stuff. Overall Mr. Warneck said the reviews are better; Mr. Walldroff concurred.

After review and discussion, a motion was made by Mr. Warneck to send the results to the full board of directors, seconded by Mr. Johnson. All in favor.

IV. Review Mission Statement/Performance Measurements: Mr. Zembiec said that a mission statement should be simple and concise and not contain three pages of information. He proposed using the JCIDA's mission statement for all three of our organizations: Advance the job opportunities, health, general prosperity and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

A motion was made by Mr. Warneck to move the proposed mission statement to the full board of directors, seconded by Mr. Johnson. All in favor.

V. Proposed Bylaws: Mr. Zembiec explained that the JCIDA is the sole member of the JCLDC. He said there are references in the current bylaws for annual meetings that need to be updated. He also said that he would suggest providing more autonomy for the LDC board to govern the corporation, such as amending its own bylaws.

**Jefferson County Local Development Corporation
Governance Committee Meeting Minutes
November 15, 2022**

Attorney Miller said that generally the JCIDA appoints members to the JCLDC board from time to time. He said the board is comprised of 7 IDA directors that are appointed by the County Board of Legislators and an additional four directors. He said that the bylaws can be updated to indicate that the LDC board can ratify the vote for the four additional directors while the IDA will still reserve some rights.

Mr. Walldroff asked if we are similar to other LDC's. Attorney Miller said that we are very common and like others, we are falling into some type of housekeeping practices. Attorney Miller said that he will update the annual meeting section that indicate that the annual meeting will be held in January.

Proposed changes:

Article II – Membership

Section 3 – Annual Meeting of the Corporation

- Add 'at the beginning of the fiscal year' in line one
It was determined that the JCIDA annual meeting in January should be held first to appoint LDC members, followed by the JCLDC annual meeting where those appointments will be ratified.
- Add '(with the concurring approval of the Voting Directors)' after expired in line 4

Article III – Board of Directors

Section 2 – Number, Election and Term of Directors

- Add 'ex officio' after Agency in line two
- Add 'with the concurring approval of the Voting Directors' after each in line 4

Section 3 – Resignations and Removal of Directors

- Add 'with a copy to the Agency' after Secretary in line two

Section 4 – Newly Created Directorships and Vacancies

- Add 'with the concurring approval of the Voting Directors' after Members in line 2

Section 5 – Annual Meeting

- Add 'immediately' after held in line one
- Replace 'Corporation' with 'Members' in line two

Article IX – Rules of Order and Bylaw Changes

Section 2 – Bylaw Changes

- Replace the whole sentence with 'These By-laws may be amended, repealed, or adopted only by a majority of the Voting Directors of the Corporation, or a majority of the Members, whose actions at all times shall supersede actions by the Voting Directors'.

After review and discussion, a motion was made by Mr. Johnson to recommend all of the proposed changes to the full board of directors, seconded by Mr. Warneck. All in favor.

- VI. Review Current/Proposed Policies and Procedures:** It was noted that there were no changes made to the Disposition of Real Property Guidelines, the Investment Policy with Internal Controls, nor the Procurement Policy.

**Jefferson County Local Development Corporation
Governance Committee Meeting Minutes
November 15, 2022**

Mr. Zembiec presented proposed changes to the **Guidelines for JCLDC Equipment/Property Use in the Employee Handbook** as it relates to cell phones (Section 1). He said that the policy should portray what actually happens. The proposed policy covers corporation cell phones as well as personal cell phones.

Other proposed changes:

Section 3. A. – add 'or one rented for agency-related business in line three

Section 3. C. – add 'or rented vehicle in line two

Mr. Warneck asked if data overages are monitored. Ms. Sampson said yes and indicated that she receives notifications when data is getting low and forwards the message to those with corporation cell phones. Mr. Warneck said that he supports the policy as long as overages are being monitored.

It was noted that the facility is frequently made available for use by local businesses and various community organizations.

After review and discussion, a motion was made by Mr. Johnson to recommend approval of the cell phone policy to the full board of directors, seconded by Mr. Warneck. All in favor.

- VII. Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Johnson, seconded by Mr. Warneck. The meeting adjourned at 1:35 p.m.

Respectfully submitted,

Peggy Sampson

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 12.01.2022.01
For Annual Internal Policy and Procedure Review

WHEREAS, on November 15, 2022 the JCLDC Governance Committee met to review the listed policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Proposed Bylaws
- Proposed Mission Statement & Performance Measurements
- Disposition of Real Property Guidelines
- Investment Policy with Internal Controls
- Procurement Policy
- Proposed Employee Handbook – Guidelines for JCLDC Equipment/Property Use

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

BY-LAWS

OF

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

Adopted September 3, 2009
Amended: October 7, 2010
December 1, 2011
Amended August 29, 2013
November 4, 2021
December 2, 2021
Proposed

TABLE OF CONTENTS

ARTICLE I - THE CORPORATION	1
SECTION 1. - NAME	1
SECTION 2. - OFFICES	1
SECTION 3. - PURPOSES	1
ARTICLE II - MEMBERSHIP	1
SECTION 1. - COMPOSITION OF MEMBERSHIP.....	1
SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.	1
SECTION 3. - ANNUAL MEETING OF THE CORPORATION.....	2
SECTION 4. - ANNUAL REPORT TO THE MEMBERS.	2
SECTION 5. - SPECIAL MEETING OF THE CORPORATION.....	2
SECTION 6. - PLACE OF MEETINGS; ORGANIZATION.....	2
SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS.....	2
SECTION 8. - QUORUM OF MEMBERS.....	3
SECTION 9. - ACTION BY THE MEMBERS	3
SECTION 10. - PROPERTY RIGHTS OF MEMBERS.....	3
ARTICLE III - BOARD OF DIRECTORS	4
SECTION 1. - POWER OF BOARD OF DIRECTORS.....	4
SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS	4
SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS	4
SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.....	4
SECTION 5. - ANNUAL MEETING	5
SECTION 6. - ANNUAL REPORT	5
SECTION 7. - SPECIAL MEETINGS AND NOTICE	5
SECTION 8. - WAIVERS OF NOTICE	5
SECTION 9. - PLACE OF MEETINGS	5
SECTION 10. - ACTION WITHOUT A MEETING.....	5
SECTION 11. - PERSONAL ATTENDANCE BY CONFERENCE COMMUNICATIONS EQUIPMENT.	5
SECTION 12. - QUORUM AND ADJOURNED MEETINGS.....	6
SECTION 13. - ACTION BY THE BOARD OF DIRECTORS	6
SECTION 14. - ORGANIZATION.....	6
SECTION 15. - ATTENDANCE AT MEETINGS.....	6
SECTION 16. - COMPENSATION	6
SECTION 17. - PROPERTY RIGHTS	7
SECTION 18. - CORPORATE COMPLIANCE.....	7
SECTION 19. - CODE OF ETHICS; CONFLICT OF INTEREST.....	7
SECTION 20. - ADMINISTRATIVE POLICIES.....	7
SECTION 21. - BOARD TRAINING.....	7

ARTICLE IV - COMMITTEES	7
SECTION 1. - STANDING COMMITTEES.....	7
SECTION 2. - SPECIAL COMMITTEES	8
SECTION 3. - MEETINGS	9
SECTION 4. - QUORUM	9
SECTION 5. - MANNER OF ACTING.....	9
ARTICLE V - OFFICERS.....	9
SECTION 1. – CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER; OTHER OFFICERS.....	9
SECTION 2. - TERMS OF OFFICERS	9
SECTION 3. - ADDITIONAL OFFICERS.....	10
SECTION 4. - REMOVAL OF OFFICERS.....	10
SECTION 5. - RESIGNATION	10
SECTION 6. - VACANCIES	10
SECTION 7. – CHIEF EXECUTIVE OFFICER.....	10
SECTION 8. - SECRETARY.....	10
SECTION 9. - CHIEF FINANCIAL OFFICER.....	11
ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS.....	11
SECTION 1. - EXECUTION OF CONTRACTS	11
SECTION 2. - LOANS	11
SECTION 3. - CHECKS, DRAFTS, ETC.....	11
SECTION 4. - DEPOSITS.....	11
SECTION 5. - INVESTMENTS	12
ARTICLE VII - GENERAL	12
SECTION 1. - SEAL	12
SECTION 2. - BOOKS AND RECORDS.....	12
SECTION 3. - INDEMNIFICATION	12
SECTION 4. - INTERESTED DIRECTORS AND OFFICERS	12
ARTICLE VIII - FISCAL YEAR	12
ARTICLE IX - RULES OF ORDER AND BYLAW CHANGES.....	12
SECTION 1. - RULES OF ORDER.....	12
SECTION 2. - BYLAW CHANGES.....	13

BY-LAWS
OF
JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

ARTICLE I - THE CORPORATION

SECTION 1. - NAME.

The Corporation shall be known as "Jefferson County Local Development Corporation."

SECTION 2. - OFFICES.

The principal office of the Corporation shall be located within the Offices of the Jefferson County Industrial Development Agency (the "Agency") in the City of Watertown, New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

SECTION 3. - PURPOSES.

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

ARTICLE II - MEMBERSHIP

SECTION 1. - COMPOSITION OF MEMBERSHIP.

The initial Member of the Corporation shall be the Jefferson County Industrial Development Agency (the "Agency"), a public benefit corporation of the State of New York whose members shall serve as the Directors of the Corporation, ex officio, provided, however, that such Directors shall not be the same persons as the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") of the Corporation.

SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.

The Members shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation and the By-laws of the Corporation.

SECTION 3. - ANNUAL MEETING OF THE CORPORATION.

The Members shall hold an annual meeting of the Corporation ~~at the beginning within six months after the end~~ of each fiscal year at a convenient time and place designated by the Members. At the annual meeting, the Members shall appoint Directors for positions where a new directorship is created or the term of a Director has expired (with the concurring approval of the Voting Directors), receive the annual report and transact such other business as may properly come before the meeting; provided, however, that that such Directors shall not be the same persons as the CEO or the CFO of the Corporation.

SECTION 4. - ANNUAL REPORT TO THE MEMBERS.

At the annual meeting of the Corporation, the CEO and the CFO of the Corporation shall present an annual report showing in appropriate detail the following information:

(a) A complete verified or audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and

(b) A summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

SECTION 5. - SPECIAL MEETING OF THE CORPORATION.

Special meetings of the Corporation may be called at any time by the Chairman and shall be called by the Secretary within fourteen (14) days of receipt of a written request from ten percent (10%) or more of the Members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such meeting.

SECTION 6. - PLACE OF MEETINGS; ORGANIZATION.

All membership meetings shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Members of the Corporation. At each membership meeting, the Chairman, or, in his or her absence, the chairperson chosen by a majority of the Members present, shall preside. The Secretary, or in his or her absence, a person chosen by a majority of the Members present, shall keep complete and accurate minutes of the meeting.

SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS.

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the

meeting. Such notice shall be given either personally or by mail to each Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a Member at his or her address as it appears on the record of Members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

SECTION 8. - QUORUM OF MEMBERS.

(a) The presence of at least a majority of the Members shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place is announced at the meeting adjourned.

SECTION 9. - ACTION BY THE MEMBERS.

(a) Each Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members. Unless otherwise required by law or these Bylaws, the vote of the majority of Members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the Members.

(b) Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

SECTION 10. - PROPERTY RIGHTS OF MEMBERS.

The Members shall not have any right or interests in or to the property or assets of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. - POWER OF BOARD OF DIRECTORS.

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS.

(a) The number of Directors shall be no less than seven but no more than eleven, with seven of such Directors being comprised of the members of the Agency, ex officio who are appointed from time to time by the County, and up to an additional four Directors who shall be appointed by the Agency for terms of five years each with the concurring approval of the Voting Directors. The Voting Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution.

(b) Voting Directors shall be eligible to serve an unlimited number of consecutive terms.

(d) Neither the CEO nor the CFO shall serve as Directors of the Corporation.

SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chairman or the Secretary, with a copy to the Agency. The resignation by or removal of a member of the Agency from the Agency board shall have the effect of resignation or removal of that Director of the Corporation. Any such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any Director may be removed from the Board with or without cause by the affirmative vote of the Members.

SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors, and vacancies occurring for any reason, shall be filled by the Members with the concurring approval of the Voting Directors as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director elected to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is elected and takes office.

SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held immediately after the annual meeting of the MembersCorporation described in Article II, Section 3 above at a convenient time and location designated by the Board. Written notice of the annual meeting shall be mailed or delivered to each voting Director of the Corporation prior to the meeting.

SECTION 6. - ANNUAL REPORT.

The Chairman and the Treasurer shall present at the annual meeting of the Board of Directors a copy of the annual report described in Article II, Section 4 above.

SECTION 7. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by the Chairman or any other officer of the Corporation. Written notice shall be mailed or delivered to each voting Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted.

SECTION 8. - WAIVERS OF NOTICE.

Notice of a meeting need not be given to any voting Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

SECTION 9. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the voting Directors may from time to time by resolution determine.

SECTION 10. – OPEN MEETINGS

To the extent required by law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

SECTION 11. – FREEDOM OF INFORMATION

To the extent required by law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

SECTION 12. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of voting Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the voting Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all voting Directors.

(c) Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

SECTION 13. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each voting Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided by law or these By-laws, the vote of a majority of the voting Directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the voting Directors present at the time of the vote at a duly convened meeting at which a quorum is present.

SECTION 14. - ORGANIZATION.

At each Annual Meeting of the Board of Directors, a Chairman, Vice Chairman, Treasurer and Secretary of the Corporation shall be chosen by a majority of the voting Directors present. The Chairman or his or her designated Director shall preside at all meetings of the Corporation's Board of Directors. The Secretary, or, in his or her absence, a person chosen by a majority of the voting Directors present, shall keep complete and accurate minutes of the meeting.

SECTION 15. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof.

SECTION 16. - COMPENSATION.

The Directors shall serve without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

SECTION 17. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

SECTION 18. - CORPORATE COMPLIANCE.

The Corporation shall comply in all respects with applicable provisions of the Public Authorities Accountability Act of 2005 ("PAAA") and the Public Authority Reform Act of 2009 ("PARA").

SECTION 19. - CODE OF ETHICS; CONFLICT OF INTEREST.

The Corporation shall adopt and maintain a code of ethics and conflict of interest policy that are applicable to members, officers and employees pursuant to Article 18 of the GML, and that at a minimum, includes the standards established in Section 74 of the Public Officers Law.

SECTION 20. - ADMINISTRATIVE POLICIES.

The Corporation shall establish policies regarding: investments, travel, property acquisition and disposition, procurement, and, defense and indemnification, and such other policies as determined necessary or desirable by the Board of Directors from time to time.

SECTION 21. - BOARD TRAINING.

In accordance with PAAA, Directors of the Corporation must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities within one year of appointment.

ARTICLE IV - COMMITTEES

SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-laws, each Standing Committee shall consist of at least three voting Directors. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the Members of any action requiring its approval;
- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-laws or the adoption of new By-laws; or

- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.
- (b) The Corporation shall have the following Standing Committees:
 - (i) Executive Committee. The Executive Committee shall consist of the officers of the Corporation and the immediate past chairman. The Executive Committee shall exercise the powers of the Board of Directors in the interim between meetings of the directors with general power to discharge the duties of the Board of Directors except as such power from time to time may be limited by the Board.
 - (ii) Governance Committee. The Corporation hereby establishes and shall maintain a Governance Committee that shall: (1) keep the Board of Directors informed of current best governance practices; (2) review corporate governance trends; (3) update the Corporation's corporate governance principles; (4) advise the Council, as the Agency's appointing entity, and the Agency, as sole Member of the Corporation, on the skills and experiences required of potential Board members; (5) examine ethical and conflict of interest issues; (6) perform self-evaluations; and (7) recommend periodic by-law revisions, including rules and procedures for the conduct of business of the Corporation. The Governance Committee shall operate and be governed by charter adopted by the Board of Directors and amended from time to time.
 - (iii) Audit and Finance Committee. The Corporation hereby establishes and shall maintain an Audit and Finance Committee that shall recommend to the Board of Directors the hiring of a certified independent public accounting firm for the Corporation and the compensation to be paid to the accounting firm, provide direct oversight of the performance of the independent audit performed by; the accounting firm hired for such purpose, and to review proposals for the issuance of debt and to make recommendations regarding such proposed issuance. The Audit and Finance Committee shall operate and be governed by charter adopted by the Board of Directors and amended from time to time.

SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of voting Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by the Chairman from among the Directors, with the approval of the Board.

SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairmen, or by vote of a majority of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The Chairman, or his or her designee, may attend all committee meetings.

SECTION 4. - QUORUM.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

SECTION 5. - MANNER OF ACTING.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Action by a committee shall be taken by majority vote at a meeting. Any one or more members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V - OFFICERS

SECTION 1. - CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER; OTHER OFFICERS.

The Corporation shall have a Chief Executive Officer ("CEO"), a Chief Financial Officer ("CFO"), and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of CEO and Secretary shall not be held by the same person. No Director shall hold the office of CEO or of CFO. The officers shall have such duties as may be prescribed by these By-laws and the Board of Directors.

SECTION 2. - TERMS OF OFFICERS.

The officers shall be elected by the voting Directors from among the members of the Board at its annual meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend for one year after his or her election and until a successor is elected or appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

SECTION 3. - ADDITIONAL OFFICERS.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Secretary, and any other position established by the Board of Directors from time to time.

SECTION 4. - REMOVAL OF OFFICERS.

Any officer may be removed by vote of the voting Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of voting Directors present at the meeting at which such action is taken.

SECTION 5. - RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. - VACANCIES.

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of voting Directors.

SECTION 7. – CHIEF EXECUTIVE OFFICER.

The CEO shall be the chief executive officer of the Corporation and shall generally supervise all its affairs. The CEO shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. - SECRETARY.

It shall be the duty of the Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Corporation's Members, Directors and officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the Chairman. From time to time, the Board of Directors may designate duties of the Secretary to an appointed Acting Secretary who will perform such duties as may be assigned to him or her.

SECTION 9. – CHIEF FINANCIAL OFFICER.

It shall be the duty of the CFO to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The CFO shall perform such other duties as may be assigned to him or her by the Board of Directors or the Chairman. From time to time, the Board of Directors may employ or contract with an appointed Acting Treasurer to whom the Board of Directors may designate certain duties of the CFO and other such duties as may be assigned to him or her.

ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

SECTION 1. - EXECUTION OF CONTRACTS.

The Board of Directors, except as these By-laws otherwise provide, may authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

SECTION 2. - LOANS.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

SECTION 3. - CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by the Chief Executive Officer and the Secretary, Chief Financial Officer or Acting Secretary.

SECTION 4. - DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

SECTION 5. - INVESTMENTS.

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

ARTICLE VII - GENERAL

SECTION 1. - SEAL.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 2. - BOOKS AND RECORDS.

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes and statements of written action by the Members, (3) minutes of the proceedings of the Board of Directors and its committees, (4) a current list of the Members, Directors and officers of the Corporation and their residence addresses, (5) a copy of the Certificate of Incorporation, and (6) a copy of these By-laws.

SECTION 3. - INDEMNIFICATION.

The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.

The Board of Directors may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

ARTICLE IX - RULES OF ORDER AND BYLAW CHANGES

SECTION 1. - RULES OF ORDER.

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-laws.

SECTION 2. - BYLAW CHANGES.

~~These By-laws may be amended, repealed or adopted only by the Members of the Corporation.~~

These By-laws may be amended, repealed or adopted only by a majority of the Voting Directors of the Corporation, or a majority of the Members, whose actions at all times shall supersede actions by the Voting Directors.

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

MISSION STATEMENT

Advance the job opportunities, health, general prosperity and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

Adopted April 7, 2011
Amended:
October 4, 2018
October 3, 2019
Proposed 12/1/22

D. Guidelines for JCLDC Equipment / Property Use

~~1. Personal Use of Communication Devices~~

- ~~a. Except for personal emergencies, telephone and other communication system devices shall be used for JCLDC business only.~~

1. Cell phone policy:

We recognize that smartphones are an integral part of everyday life and are a great asset if used for productivity apps, calendars, business calls, and the like. However, smartphones may also be a detriment to focus and efficiency if used unwisely and excessively during business hours. Excessive or improper use of cell phones can disturb fellow employees; distract employees from their own work; create security issues by misuse of the devices or the agency's internet connection; and may cause safety issues when used inside vehicles or areas where phones are prohibited. The JCLDC therefore expects all employees to use cell phones in a sensible manner during work hours.

This policy applies to the use of personal cell phones and to cell phones provided by the agency.

Agency provide cell phones:

The JCLDC supplies cell phones to those employees who require work-related communication and need to be reachable outside of normal business hours and/or during work-related activities outside of the office. Communication devices supplied to the employee may be used for both organizational and personal use. However, the communication devices are the property of the JCLDC, not the employee. At no time shall the device be used for any illegal, and/or inappropriate activity. The employee is financially responsible for any physical damage done to the device. The employee shall reimburse and/or pay directly for the cost of repair and/or replacement should the device become damaged as a result of the employee's misuse. The agency provided phone must be returned at the conclusion of the employee's employment

Employees are not allowed to:

Play games on their cell phone (personal or company-issued) during work hours.
Use their device's camera or microphone to record confidential business information.
Use their device (personal or company-issued) for any reason while driving an agency-owned vehicle, or when using a rental or personal vehicle for agency-related travel.
Use their device in an area where cell use is explicitly prohibited (e.g., some courthouses, laboratories, meetings).
Disturb colleagues by speaking on their phone for personal reasons during work hours.
Download, upload, or view inappropriate, illegal, or obscene material on any device or over the business's internet connection.

Permissible activities:

Employees are allowed to:
Make business calls.
Check important messages.

Use productivity apps.
Make brief personal calls away from the workspace of colleagues.
Use their phones and devices during breaks.
Use their phones and devices during the lunch hour.
Use their phone or device while in a parked vehicle.

~~2. Personal Use of Company / Organization Property~~

- ~~a. Employees will not conduct private meetings with individuals in JCLDC facilities other than JCLDC business related meetings.~~
- ~~b. Employees will not use JCLDC property or equipment for personal use.~~

Facilities are frequently made available for use by local businesses and various community organizations.

3. Use of Company / Organization Vehicles

- a. JCLDC vehicles, if available, shall be used for JCLDC business-related purposes only. Employees must abide by all traffic rules and regulations while operating any JCLDC vehicle or one rented for agency-related business.
- b. Prior to operating any JCLDC vehicle, the Employee must inspect the vehicle for damage, flat tires, and to ensure that all lights are operable. If, during the use of a JCLDC vehicle, any mechanical or safety issues with a vehicle are discovered or suspected, the Employee must report such issues to the Chief Executive Officer as soon as it is practical and safe to do so.
- c. The use of any portable electronic devices, except when utilizing approved and legal hands-free components, is prohibited while operating a JCLDC vehicle or rental vehicle.

4. Personal Use of computers, Electronic Equipment and Software

- a. Employees will not use JCLDC computer equipment, electronic equipment or licensed software programs (“Devices”) for any purpose other than JCLDC business. JCLDC reserves the right to access all files, including any files that may be personal, at any time, without advance notice.
- b. Portable Devices of any kind must be safeguarded at all times while away from the office so as to prevent theft or damage.
- c. Software purchased by and licensed to JCLDC cannot be copied or downloaded to any other Device. JCLDC allows only approved licensed software on any Device in the office or connected to the JCLDC network. Employees may not copy to or load software from user groups, electronic bulletin boards, friends, or any other source on any network Device unless granted permission.

- 5. Use of Credit Card(s) provided by the JCLDC must be restricted to purchases and/or activities directly associated with JCLDC business. Credit Cards are not to be loaned or assigned to any other person(s). The individual assigned the Credit Card is responsible for any and all expenses incurred through the use of the card. All expenses must be accounted for using the Credit Card

Voucher along with receipts (sample form is presented in Appendix #7 of this document).

6. Safely operating a motor vehicle requires a driver's full attention. Employees must comply with all state and federal regulations regarding cellular telephone usage. New York State prohibits the use of hand held cellular telephones while operating motor vehicles. Therefore, Employees operating motor vehicles cannot conduct business while using cellular telephones unless they pull over and stop, or use a hands-free device. When job responsibilities require regular driving and accepting business calls, hands-free equipment shall be used. Liabilities for traffic violations resulting from the use of cellular telephones are the sole responsibility of the Employee.

Summary Results of Confidential Evaluation of Board Performance

2022 Results in **Bold**, 2021 Results in ()

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.	10 (11)			
2	The policies, practices and decisions of the Board are always consistent with this mission.	10 (10)	(1)		
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	10 (9)	(2)		
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	10 (11)			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	6 (9)	4 (2)		
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	10 (11)			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	10 (11)			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	9 (9)	1 (2)		
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	8 (10)	1 (1)		
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	7 (10)	3 (1)		
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	10 (11)			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	8 (9)	2 (2)		
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	10 (10)	(1)		
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	9 (11)	1		
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	7 (8)	3 (3)		
16	Board members demonstrate leadership and vision and work respectfully with each other.	10 (10)	(1)		

Name of Authority: Jefferson County Local Development Corporation

Date Completed: _____

**Jefferson County Local Development Corporation
Personnel Committee Meeting Minutes
November 23, 2022**

The Jefferson County Local Development Corporation held a personnel committee meeting on Wednesday, November 23, 2022 in the board room, 800 Starbuck Avenue, Watertown, NY.

Present: Kent Burto (Chair), David Converse, Lisa L'Huillier, W. Edward Walldroff, John Jennings

Absent: None

Also Present: David Zembiec, Peggy Sampson, Lyle Eaton, Marshall Weir, Robin Stephenson, Bill Johnson

I. Call to Order: Chairman Burto called the meeting to order at 9:11 a.m.

II. Pension Plan

- a. Establish Percentage for Discretionary Contribution for year ending 12/31/22 – Mr. Eaton** provided a salary recap and indicated that it is under budget. Mr. Eaton recommended staying at 3% of the salary budget (\$661,620) for the discretionary contribution to the 401k plan, which amounts to \$19,848.

A motion was made by Mr. Converse to recommend 3%, which amounts to a \$19,848 contribution, to the full board of directors, seconded by Mr. Walldroff. All in favor.

III. Annual CEO Evaluation and Contract – At 9:13 a.m. Chairman Burto made a motion to convene executive session to conduct Mr. Zembiec's evaluation, seconded by Mr. Walldroff.

At 9:49 a.m. a motion was made by Mr. Converse to leave executive session, seconded by Mr. Walldroff. All in favor.

Mr. Converse made a motion to recommend a 3% salary increase for Mr. Zembiec effective December 19, 2022 and to amend his employment contract to modify the amount of vacation time allowed from 4 weeks to 6 weeks, seconded by Mr. Jennings. All in favor.

IV. Adjournment: With no further business before the committee, a motion to adjourn the meeting was made by Ms. L'Huillier seconded by Mr. Jennings. The meeting adjourned at 9:50 a.m.

Respectfully submitted,

Peggy Sampson

A regular meeting of the Jefferson County Local Development Corporation convened on Thursday, December 1, 2022 at 8:00 a.m.

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

Resolution No. 12.01.2022.02

RESOLUTION OF THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION (the "Corporation") TO MAKE A ONE TIME CONTRIBUTION OF \$19,848 (3%) TO THE JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION 401(K) PROFIT SHARING PLAN FOR THE PLAN YEAR 2022.

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 \$19,848 FOR PLAN YEAR 2022.

This Resolution is to take effect immediately.

Kent Burto
Secretary

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION
Resolution Number 12.01.2022.03

RESOLUTION FOR CEO SALARY INCREASE AND CONTRACT MODIFICATION

WHEREAS, the Personnel Committee met on November 23, 2022 to conduct the Annual CEO Evaluation, and

WHEREAS, the Personnel Committee recommended a 3% salary increase effective December 19, 2022 as well as modifying the current employment contract to have six weeks of vacation time instead of 4 weeks, 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

11/14/22

**Re: Thousand Islands Winery
Jefferson County Food Resiliency Grant Program**

Thousand Islands Winery was approved for a grant by the JCLDC Board for the Jefferson County Food Resiliency Grant Program in the amount of \$7,000 on June 2, 2022. They have since requested \$9,000 due to spending more than originally estimated. The other wineries were also approved for \$9,000 and given the fact that this winery has spent \$15,678.26 on their project, we would like to have board approval for granting an additional \$2,000 to Thousand Island Winery. The funds are available since the previously approved grantees withdraw from the program.

I inspected their project and am excited to see this winery based in Jefferson County able to increase production of their wine slushy mix in the eastern United States. They utilize only Jefferson County and New York State wines in their slushy mix.

Thank you,
Jay Matteson

Jefferson County Local Development Corporation
 800 Starbuck Avenue, Suite 800
 Watertown, NY 13601
 (315) 782-5865

2022 Board Attendance

Name	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Aiken, Robert	P	P	P	P	P	E	P	P	P	P	E	
Aliasso, Robert	P	P	P	P	P	P	P	P	P	P	P	
Burto, Kent	P	P	P	P	E	E	E	P	P	E	P	
Converse, David	P	P	E	P	P	P	E	P	P	P	P	
Gardner, Gregory	P	P	E	P	E	P	P	P	P	P	P	
Jennings, John	P	P	E	A	P	P	E	P	E	E	P	
Johnson, William	P	P	P	P	P	P	P	P	E	P	P	
L'Huillier, Lisa	P	P	P	P	P	P	P	P	P	P	P	
Powers, Christine	P	P	E	P	P	P	P	P	P	P	P	
Walldroff, W. Edward	P	P	P	A	P	P	A	P	A	P	P	
Warneck, Paul	P	P	P	P	P	P	P	P	P	P	P	
Totals:	11	11	7	9	9	9	7	11	8	9	10	
P - Present												
E - Excused												
A - Absent												