

Deferiet Redevelopment Corporation
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

Notice of Annual Board Meeting

Date: December 23, 2024

To: John Condino
David Converse
Hon. William W. Johnson
Robert Aiken
Lisa L'Huillier
Hon. Joseph Cook
Hon. Paul Smith

From: Marshall Weir, CEO

Re: Notice of Annual Board of Directors' Meeting

The Deferiet Redevelopment Corporation will hold its annual board meeting on **Thursday, January 9, 2025 at 9:00 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

The live stream link will be 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 at pssampson@jcida.com at your earliest convenience.

pss

c: Jay Matteson
Lyle Eaton
Robin Stephenson
Rob Aliasso
W. Edward Walldroff
Paul Warneck
Dr. Gregory A. Gardner
Dawn Robinson
Charles Capone
Justin S. Miller, Esq.
Stephen Maier, Esq.
Media

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ANNUAL BOARD MEETING AGENDA
Thursday, January 9, 2025 – 9:00 a.m.

- I. Call to Order**
- II. Minutes – December 5, 2024**
- III. Committee Reports**
 - a. Audit Committee**
 - b. Governance Committee**
 - i. Resolution No. 01.09.2025.01 for Annual Internal Policy and Procedure Review**
 - ii. Summary Results of Confidential Evaluation of Board Performance**
- IV. Unfinished Business**
- V. New Business**
- VI. Adjournment**

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**Deferiet Redevelopment Corporation
Appointed Directors Board Meeting Minutes
December 5, 2024**

The Appointed Directors of the Deferiet Redevelopment Corporation held its board meeting on Thursday, December 5, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: John Condino, David Converse, Lisa L'Huillier, Robert Aiken
Zoom: William Johnson

Excused: Joseph Cook

Absent: Paul Smith

Also Present: Marshall Weir, Lyle Eaton, Peggy Sampson, Robin Stephenson, Rob Aliasso, Paul Warneck, Ed Walldroff
Zoom: Justin Miller, Esq. (Harris Beach), Sarah Bullock (Town of Wilna), Jacob Jacques (DANC)

- I. **Call to Order:** Chairman Condino called the meeting to order at 10:01 a.m.
- II. **Minutes:** Minutes of the meeting held on October 3, 2024 were presented. A motion to approve the minutes as presented was made by Ms. L'Huillier, seconded by Mr. Johnson. All in favor. Carried.
- III. **Committee Reports:** None.
- IV. **Unfinished Business:**
 1. **Update on Restore NY Grant** – Mr. Weir said that Mr. Jacques is doing all of the specs on the Restore NY Grant. Mr. Jacques said the project went out to bid two weeks ago with a due date of 12/11/24. He said that they expect the project to begin in March 2025 and be completed by September 2025. He said they held a meeting with an Empire State Development representative, who is bringing the project to their board to consider funding.

Mr. Converse asked who the engineering company is that is putting the remediation plan together. Mr. Jacques that the County has contracted with DANC for the demolition of the site and they are working with Barton and Loguidice for any structural plans that are required. He said that they will put out an RFP for project monitoring. Mr. Converse asked if the project would involve both sides of the river. Mr. Jacques said right now he believes it is the east side of the river, but they added the other side of the river, and they will review what numbers come back for that. Mr. Converse said GHD Consulting is the consultant for International Paper and noted that the east side of the river buttons right up to their landfill. He said that he is not sure if there is some coordination that needs to be done because there is some runoff in that area.

Ms. Bullock said that she is glad to be included and be able to report back to Paul and Joe. She said that she is glad to know that things are moving on the Restore NY Grant because that has been a concern for the mayor.

**Deferiet Redevelopment Corporation
Appointed Directors Board Meeting Minutes
December 5, 2024**

Mr. Weir said that he and Mr. Jacques will attend the upcoming Deferiet board meeting on December 18, 2024, to provide them with an update on the project. Mr. Jacques said that he spoke with the contractors at the pre-bid meeting about the post office's concern so that it is on their radar and a priority.

- V. **Adjournment:** With no further business before the board, a motion to adjourn was made by Ms. L'Huillier, seconded by Mr. Aiken. All in favor. The meeting was adjourned at 10:10 a.m.

Respectfully submitted,

Peggy Sampson

**Jefferson County Industrial Development Agency
Audit Committee Meeting Minutes
December 13, 2024**

The Jefferson County Industrial Development Agency held an audit committee meeting on Friday, December 13, 2024 in the board room, 800 Starbuck Avenue, Watertown, NY.

Present: Paul Warneck (Chair), David Converse, Rob Aiken
Zoom: Rob Aliasso

Also Present: Marshall Weir, Lyle Eaton, Peggy Sampson, Lyndi Hill (Bowers CPAs, PLLC), Bill Johnson, Ed Walldroff

I. **Call to Order:** Chairman Warneck called the meeting to order at 8:09 a.m.

II. **Engage Audit Firm:**

Mr. Warneck indicated that the purpose of the pre-audit meeting is to engage Bowers to complete the audit covering January 1, 2024 through December 31, 2024. This will be year two for Ms. Podvin as lead partner and Ms. Hill as audit manager (lead auditors are required to change every five years).

Ms. Hill said that a Single Audit is not required this year. It was noted that the JCIDA audit will include the JCCFDC and the DRC. Ms. Hill said that even though there was no financial activity for DRC, they may need to file a blank tax return for this year. Mr. Weir explained that the DRC will take possession of the property once the Restore NY grant is completed, and the County turns it over to us. Ms. Hill said the DRC nonprofit exemption status form has not been filed with the IRS yet.

Ms. Hill asked if there were any concerns, litigation, or significant commitments during the year outside of what was reviewed in the meeting minutes; no one was aware of any.

The engagement letter was presented. The fee for the audit and other services is \$13,250. The audit has been scheduled to start on January 27, 2025.

A motion was made by Mr. Aiken to recommend approval of the engagement letter by the full board of directors, seconded by Mr. Converse. All in favor.

III. **Adjournment:** With no further business before the committee, a motion to adjourn was made by Mr. Aliasso, seconded by Mr. Aiken. The meeting was adjourned at 8:17 a.m.

Respectfully submitted,

Peggy Sampson

**Deferiet Redevelopment Corporation
Governance Committee Meeting Minutes
December 13, 2024**

The DRC held a governance committee meeting in the board room at 800 Starbuck Avenue, Watertown, NY on Friday, December 13, 2024.

Present: William Johnson, David Converse

Absent: Joseph Cook

Also Present: Marshall Weir, Jay Matteson, Lyle Eaton, Peggy Sampson, Paul Warneck, Ed Walldroff, Dr. Gregory A. Gardner, Dawn Robinson

- I. **Call to Order:** Mr. Johnson called the meeting to order at 9:13 a.m.
- II. **Review Bylaws** – Committee members reviewed the current bylaws. There were no changes.
- III. **Develop Mission Statement/Performance Measurements** – Committee members indicated that they will discuss developing a mission statement at an upcoming board meeting.

Mr. Weir said the process started before Mr. Zembiec retired and staff continued the process of developing the DRC although he thinks it may have been premature. He said the County will hold the Deferiet property through the Restore NY grant before turning it over to the DRC. Mr. Weir said meetings have been held and staff is keeping the Deferiet officials engaged and updated throughout the process. He said there is not a lot for the corporation to do until the County transfers the property to us.

Mr. Johnson reported that the bids were due yesterday; however, due to the weather, he thinks it was postponed.

- IV. **Review Current Policies and Procedures** – Committee members reviewed the following policies: Disposition of Real Property Guidelines, Investment Policy, and Procurement Policy. There were no changes.
- V. **Annual Confidential Board Evaluations:** Committee members reviewed the summary results of the confidential evaluation of board performance. The results will be sent to the full board.
- VI. **Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Converse, seconded by Mr. Johnson. The meeting was adjourned at 9:19 a.m.

Respectfully submitted,

Peggy Sampson

DEFERIET REDEVELOPMENT CORPORATION
Resolution Number 01.09.2025.01
For Annual Internal Policy and Procedure Review

WHEREAS, on December 14, 2024 the DRC 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:

- Bylaws
- Disposition of Real Property Guidelines
- Investment Policy
- Procurement Policy

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Civic Facility 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.

Lisa L'Huillier, Secretary

**Summary Results of Confidential Evaluation of Board Performance
2024**

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

Name of Authority: Deferiet Redevelopment Corporation

Date Completed:

