

**Jefferson County Industrial Development Agency
Governance Committee Meeting Minutes
December 12, 2025**

The JCIDA held a governance committee meeting in the board room at 800 Starbuck Avenue, Watertown, NY on Friday, December 12, 2025.

Present: W. Edward Walldroff (Chair), Bill Johnson, Paul Warneck

Also Present: Marshall Weir, Jay Matteson, Dorena Kimball, Peggy Sampson, Dr. Dawn Robinson, Rob Aiken

Zoom: Dr. Gregory Gardner

I. Call to Order: Chairman Walldroff called the meeting to order at 9:25 a.m.

II. Proposed Bylaws: Recommendation to amend the Bylaws as follows:

Annual meeting – to be held ‘within three months after the end of each fiscal year’ (when the audit and PARIS reports are ready for review).

A motion was made by Mr. Johnson to send the proposed bylaws to the full board of directors for consideration, seconded by Mr. Warneck. All in favor.

III. Review Mission Statement/Performance Measurements: Committee members reviewed the current mission statement and performance measurement goals. No changes were made. The 2025 results will be added within the next few months.

IV. Review Current Policies and Procedures: There were no changes made to the Disposition of Real Property Guidelines, or the Procurement Policy.

Investment Policy with Financial Internal Control System – Committee members reviewed the proposed changes to the Cash Receipts section to address management letter items during last year’s audit. A motion was made by Mr. Warneck to send the proposed policy to the full board of directors for consideration, seconded by Mr. Johnson. All in favor.

New policies for consideration:

Fee Calculation and Billing for Application and Administrative Fees and Annual Project Performance Reporting Procedures – Mr. Weir said these policies are a result of last year’s follow up audit by the Office of the State Comptroller. A motion was made by Mr. Warneck to recommend approval by the full board of directors, seconded by Mr. Johnson. All in favor.

V. Annual Confidential Board Evaluations: Committee members reviewed the summary results from this year and compared them to last year. Chairman Walldroff said the board can address #2, #5, #12 and #15 to improve those areas.

Dr. Gardner joined the meeting via Zoom at 9:32 a.m.

A motion was made by Mr. Warneck to send the results to the full board of directors and suggested scheduling a board retreat, seconded by Mr. Johnson. All in favor.

VI. Other: None.

VII. Adjournment: With no further business before the committee, a motion to adjourn the meeting was made by Mr. Warneck, seconded by Mr. Johnson. The meeting adjourned at 9:37 a.m.

Respectfully submitted,

Peggy Sampson