

**Jefferson County Civic Facility Development Corporation  
Annual Board Meeting Minutes  
December 2, 2021**

The Jefferson County Civic Facility Development Corporation held their annual board meeting on Thursday, December 2, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** Robert E. Aliasso, Jr., David Converse, W. Edward Walldroff, Lisa L’Huillier, William Johnson  
**Zoom:** Paul Warneck

**Excused:** John Jennings

**Absent:** None

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Justin Miller, Esq. (Zoom)

- I. **Call to Order:** Chairman Aliasso called the meeting to order at 11:10 a.m.
- II. **Minutes:** Minutes of the regular meeting held November 4, 2021 were presented. A motion to approve the minutes as presented was made by Ms. L’Huillier, seconded by Mr. Walldroff. All in favor. Carried.
- III. **Resolution No. 12.02.2021.02 to change from a fiscal year to a calendar year** – Chairman Aliasso read the resolution aloud. He said the Corporation will change to a calendar year beginning January 1, 2022, and that the bylaws reflect the change. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Johnson. All in favor. Carried.
- IV. **Annual Meeting Resolution No. 12.02.2021.01** (including acceptance of Audit (JCIDA) and PARIS Reports, Ratification of Mission Statement and Performance Measurements, Property Disposition and Investment Policies, and Election of Officers) – Chairman Aliasso read the opening of the resolution. He mentioned sections of resolution that pertained to board officers, committee members, etc. A motion was made by Ms. L’Huillier, seconded by Mr. Walldroff. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Yea. Carried.
- V. **Treasurer’s Report:** Mr. Warneck reviewed the financials for the income statement and balance sheet for the period ending November 30, 2021. A motion was made by Mr. Warneck to accept the financial report as presented, seconded by Mr. Converse. All in favor. Carried.
- VI. **Committee Reports:** None.
- VII. **Unfinished Business:** None.
- VIII. **New Business:** None.
- IX. **Adjournment:** With no further business before the board, a motion to adjourn was made by Ms. L’Huillier, seconded by Mr. Converse. All in favor. The meeting adjourned at 11:13 a.m.

Respectfully submitted,

*Peggy Sampson*

## ANNUAL MEETING RESOLUTION

An annual meeting of the Jefferson County Civic Facility Development Corporation was convened on December 2, 2021 at 9:00 a.m.

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

Resolution No. 12.02.2021.01

ANNUAL MEETING RESOLUTIONS OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION (THE "CORPORATION"), INCLUDING (i) ACCEPTANCE OF ANNUAL AUDIT; (ii) RE-ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK, (iii) ELECTION OF BOARD OFFICERS; (iii) APPOINTING BOARD COMMITTEE POSITIONS; (iv) APPOINTMENT OF CORPORATION STAFF; AND (v) RELATED MATTERS

**WHEREAS**, pursuant to the Public Authorities Accountability Act of 2005 ("PAAA"), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, and Chapter 506 of the Laws of 2009 enacting the Public Authority Reform Act of 2009 ("PARA"), the Corporation desires to undertake certain required annual policy reviews and re adoption; and

**WHEREAS**, the Corporation further desires to review and approve the annual audit of the Corporation, along with certain other annual meeting matters.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Pursuant to PAAA and PARA, the Corporation has reviewed the Mission Statement and Performance Measures and the Corporation hereby determines that no changes are required to the Mission Statement and Performance Measures and that the same is hereby approved.

Section 2. Pursuant to PAAA and PARA, the Corporation has reviewed the Investment Policy and Disposition of Property Policy and the Corporation hereby determines that no changes are required and that the same is hereby approved.

Section 3. The Corporation has reviewed the Independent Auditor's Report for the fiscal year ended September 30, 2021, as prepared by Bowers and Company CPA's PLLC in the form presented at the meeting, and such audit is hereby approved.

Section 4. The Corporation hereby authorizes and approves the 20-21 Annual Report to be filed with (i) the New York State Authority Budget Office via the Public Authorities Reporting Information System, and (ii) the appropriate local officials.

Section 5. **Annual Officer Election**. Upon motion, second and board roll call vote, the following individuals are duly appointed to serve in the respective Officer Positions in accordance with the By-laws of the Corporation for the period January 1, 2022 through December 31, 2022:

|                                |
|--------------------------------|
| Robert E. Aliasso, Jr., Chair  |
| John Jennings, Vice Chair      |
| Paul Warneck, Treasurer        |
| W. Edward Walldroff, Secretary |

All Members of the Corporation shall participate in such required annual and continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance. Further, each Member shall execute (i) a Certification of No Conflict of Interest (ii) an Acknowledgement of Fiduciary Duties and Responsibilities.

Section 6. **Audit and Finance Committee**. Pursuant to subdivision 4 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation, the following Members are nominated and confirmed to serve on the Audit and Finance Committee of the Corporation for the period January 1, 2022 through December 31, 2022: John Jennings, Robert E. Aliasso, Jr., Paul Warneck.

The Audit and Finance Committee shall perform the functions as described in the By-Laws.

Section 7. **Governance Committee**. Pursuant to subdivision 7 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation, the following Members are nominated and confirmed to serve on the Governance Committee of the Corporation for the period January 1, 2022 through December 31, 2022: W. Edward Walldroff, William Johnson, Paul Warneck.

The Governance Committee shall perform the functions as described in the By-Laws.

Section 8. **Appointment of Staff.** Pursuant to and in accordance with the By-laws of the Corporation, the Members of the Corporation hereby ratify the appointment of the following individuals to serve as at will employees in the following appointed positions:

|   |
|---|
| David J. Zembiec, Chief Executive Officer     |
| Frank M. Weir, Deputy Chief Executive Officer |
| Lyle V. Eaton, Chief Financial Officer        |
| Peggy S. Sampson, Executive Assistant         |
| Joy E. Nuffer, Finance Assistant              |

Section 9. That the proper officers of the Corporation are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Corporation, for and on behalf of the Corporation.

Section 10. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

|                        | Yea   | Nay | Absent | Abstain |
|------------------------|-------|-----|--------|---------|
| David J. Converse      | [ X ] | [ ] | [ ]    | [ ]     |
| John Jennings          | [ ]   | [ ] | [ X ]  | [ ]     |
| Robert E. Aliasso, Jr. | [ X ] | [ ] | [ ]    | [ ]     |
| W. Edward Walldroff    | [ X ] | [ ] | [ ]    | [ ]     |
| Paul Warneck           | [ X ] | [ ] | [ ]    | [ ]     |
| William Johnson        | [ X ] | [ ] | [ ]    | [ ]     |
| Lisa L'Huillier        | [ X ] | [ ] | [ ]    | [ ]     |

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK                    )  
COUNTY OF JEFFRSON                ) SS:

I, David J. Zembiec, the undersigned CEO of the Jefferson County Civic Facility Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on December 2, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 2<sup>nd</sup> day of December, 2021.

  
\_\_\_\_\_  
David J. Zembiec, CEO

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT  
CORPORATION**

**Resolution Number 12.02.2021.02  
Change from Fiscal Year to Calendar Year**

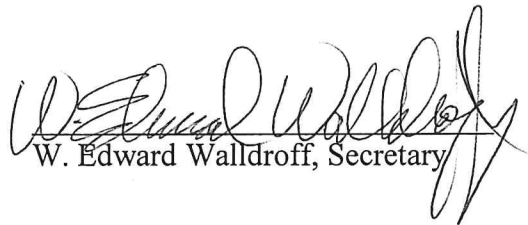
**WHEREAS**, the Jefferson County Civic Facility Development Corporation (JCCFDC) currently follows an annual fiscal year of October 1<sup>st</sup> through September 30<sup>th</sup>; and

**WHEREAS**, the JCCFDC wishes its fiscal year to be consistent with that of the Jefferson County Industrial Development Agency, which follows the same fiscal year; but is changing its fiscal year to the calendar year of January 1<sup>st</sup> through December 31<sup>st</sup> for administrative and reporting purposes; and

**WHEREAS**, the new fiscal year will also coincide with the calendar fiscal year followed by the County of Jefferson, NY; and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Civic Facility Development Corporation that it herein approves changing its fiscal year to the January 1 through December 31 calendar year and that the same is hereby approved for revising the bylaws; and this change shall be effective beginning January 1, 2022; and

**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.

  
W. Edward Walldroff, Secretary