

**Jefferson County Civic Facility Development Corporation
Board Meeting Minutes
March 9, 2023**

The Jefferson County Civic Facility Development Corporation held their board meeting on Thursday, March 9, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: None

Absent: None

Also Present: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Robin Stephenson, Jay Matteson, Rob Aiken
Zoom: Cathryn Crummey (Harris Beach)

- I. Call to Order:** Chairman Aliasso called the meeting to order at 9:56 a.m.
- II. Minutes:** Minutes of the annual meeting held January 5, 2023 were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Ms. L’Huillier. All in favor. Carried.
- III. Annual Meeting Resolution No. 03.09.2023.01** (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 Mr. Warneck, seconded by Ms. L’Huillier. Roll call vote was taken. Mr. Converse – Yea, Mr. Condino – Yea, Mr. Aliasso – Abstained (Zoom), Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Yea. Carried.
- IV. Treasurer’s Report:** Mr. Warneck reviewed the financials for the income statement and balance sheet for the periods ending January 31, 2023 and February 28, 2023. A motion was made by Mr. Condino to accept the financial reports as presented, seconded by Mr. Johnson. All in favor, except for Mr. Aliasso who couldn’t vote because he was participating via Zoom. Carried.
- V. Committee Reports:** None.
- VI. Unfinished Business:** None.
- VII. New Business:** None.
- VIII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Ms. L’Huillier. All in favor. The meeting adjourned at 9:07 a.m.

Respectfully submitted,
Peggy Sampson

ANNUAL MEETING RESOLUTION

An annual meeting of the Jefferson County Civic Facility Development Corporation was convened on March 9, 2023 at 9:00 a.m.

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

Resolution No. 03.09.2023.01

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 readoption; 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 December 31, 2022, 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 2022 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, 2023 through December 31, 2023:

Robert E. Aliasso, Jr., Chair
William Johnson, 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, 2023 through December 31, 2023: Paul Warneck, David Converse, Christine Powers, Robert Aiken, and Robert E. Aliasso, Jr.

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, 2023 through December 31, 2023: 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
Joy E. Nuffer, Finance Assistant
Peggy S. Sampson, Executive 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 Condino	[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, W. Edward Walldroff, the undersigned Secretary of the Jefferson County Civic Facility Development Corporation, DO HEREBY CERTIFY:

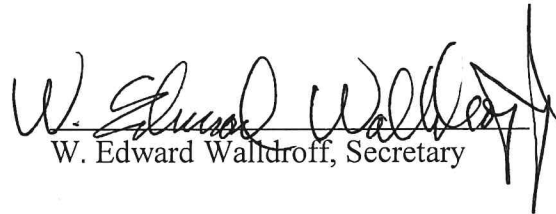
That I have compared the annexed extract of minutes of the meeting of the Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on March 9, 2023, with the original thereof on file in my office, and that the same is a true and correct 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 9th day of March, 2023.


W. Edward Walldroff, Secretary