

**Jefferson County Civic Facility Development Corporation**

800 Starbuck Avenue, Suite 800

Watertown, New York 13601

Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

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**Notice of Annual Board Meeting**

**Date:** December 21, 2023

**To:** William Johnson  
David Converse  
W. Edward Walldroff  
Paul Warneck  
Lisa L'Huillier  
John Condino

**From:** Chairman Robert Aliasso

**Re:** Notice of Annual Board of Directors Meeting

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The Jefferson County Civic Facility Development Corporation will hold their annual board meeting on **Thursday, January 4, 2024 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](http://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](mailto:pssampson@jcida.com) at your earliest convenience.

pss

c: David Zembiec  
Marshall Weir  
Lyle V. Eaton  
Jay Matteson  
Joy Nuffer  
Robin Stephenson  
Kent Burto  
Christine Powers  
Greg Gardner  
Rob Aiken  
Justin S. Miller, Esq.  
Joseph V. Frateschi, Esq.  
Media

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**REVISED ANNUAL BOARD MEETING AGENDA**

**Thursday, January 4, 2024 - 9 a.m.**

- I. Call to Order**
- II. Minutes – December 7, 2023**
- III. Treasurer’s Report – December 31, 2023**
- IV. Committee Reports**
  - a. Audit Committee**
  - b. Governance Committee**
    - i. Resolution No. 01.04.2024.01 for Annual Internal Policy and Procedure Review**
    - ii. Summary Results of Confidential Evaluation of Board Performance**
- V. Unfinished Business**
- VI. New Business**
  - 1. Proposed Committee Structure for 2024**
  - 2. Authorizing Resolution No. 01.04.2024.02 for Jefferson FSA Auxiliary**
- VII. Adjournment**

**Jefferson County Civic Facility Development Corporation  
Board Meeting Minutes  
December 7, 2023**

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The Jefferson County Civic Facility Development Corporation held their board meeting on Thursday, December 7, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** Robert E. Aliasso, Jr., William Johnson, Paul Warneck, W. Edward Walldroff, John Condino, Lisa L'Huillier

**Excused:** David Converse

**Absent:** None

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Robin Stephenson, Joseph V. Frateschi, Esq. (Harris Beach), Christine Powers  
**Zoom:** Justin S. Miller, Esq. (Harris Beach), Rob Aiken, Craig Fox (Watertown Daily Times)

- I. Call to Order:** Chairman Aliasso called the meeting to order at 9:46 a.m.
- II. Minutes:** Minutes of the meeting held October 5, 2023 were presented. A motion to approve the minutes as presented was made by Mr. Warneck, seconded by Mr. Johnson. All in favor. Carried.
- III. Treasurer's Report:** Mr. Warneck reviewed the financials for the income statement and balance sheet for the periods ending October 31, 2023 and November 30, 2023. A motion was made by Mr. Walldroff to accept the financial reports as presented, seconded by Mr. Condino. All in favor. Carried.
- IV. Committee Reports:**
  - a. Nominating Committee**
    - i. Resolution No. 12.07.2023.01** – The Nominating Committee met on November 29, 2023, and recommended the following slate of officers for the 2024 calendar year: Chairman – Robert E. Aliasso, Jr., Vice Chairman – William Johnson, Treasurer – Paul J. Warneck, and Secretary – W. Edward Walldroff. A motion was made by Ms. L'Huillier to approve the resolution, seconded by Mr. Warneck. All in favor. Carried.
- V. Unfinished Business:** None.
- VI. New Business:** None.
- VII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Johnson, seconded by Mr. Walldroff. All in favor. The meeting adjourned at 9:48 a.m.

Respectfully submitted,  
*Peggy Sampson*

**JEFFERSON CO CIVIC FACILITY DEV CORP**  
**Income Statement**  
**For the Twelve Months Ending December 31, 2023**

	Current Month		Year to Date	
<b>Revenues</b>				
Fee Income	\$ 0.00	0.00	\$ 5,500.00	100.00
Interest Income	0.00	0.00	0.00	0.00
Other Income	0.00	0.00	0.00	0.00
Finance Charge Income	0.00	0.00	0.00	0.00
Shipping Charges Reimbursed	0.00	0.00	0.00	0.00
Fee Discounts	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Revenues	0.00	0.00	5,500.00	100.00
<b>Cost of Sales</b>				
Cost of Sales	0.00	0.00	0.00	0.00
Cost of Sales-Salaries and Wag	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Cost of Sales	0.00	0.00	0.00	0.00
Gross Profit	<hr/>	0.00	<hr/>	5,500.00
<b>Expenses</b>				
Advertising Expense	0.00	0.00	0.00	0.00
Bad Debt Expense	0.00	0.00	0.00	0.00
Bank Charges	0.00	0.00	0.00	0.00
Depreciation Expense	0.00	0.00	0.00	0.00
Dues and Subscriptions Exp	0.00	0.00	0.00	0.00
Insurance Expense	0.00	0.00	0.00	0.00
Interest Expense	0.00	0.00	0.00	0.00
Legal and Professional Expense	0.00	0.00	0.00	0.00
Licenses Expense	0.00	0.00	0.00	0.00
Maintenance Expense	0.00	0.00	0.00	0.00
Meals and Entertainment Exp	0.00	0.00	0.00	0.00
Office Expense	0.00	0.00	0.00	0.00
Postage Expense	0.00	0.00	0.00	0.00
Rent or Lease Expense	0.00	0.00	0.00	0.00
Repairs Expense	0.00	0.00	0.00	0.00
Supplies Expense	0.00	0.00	0.00	0.00
Telephone Expense	0.00	0.00	0.00	0.00
Travel Expense	0.00	0.00	0.00	0.00
Wages Expense	0.00	0.00	0.00	0.00
Utilities Expense	0.00	0.00	0.00	0.00
Other Expense	0.00	0.00	0.00	0.00
Transfer Cash	0.00	0.00	0.00	0.00
Purchase Disc-Expense Items	0.00	0.00	0.00	0.00
Gain/Loss on Sale of Assets	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Expenses	0.00	0.00	0.00	0.00
Net Income	<hr/>	0.00	<hr/>	5,500.00
	<hr/>		<hr/>	100.00

JEFFERSON CO CIVIC FACILITY DEV CORP  
Balance Sheet  
December 31, 2023

ASSETS

Current Assets		
Regular Checking Account	\$	<u>17,986.22</u>
Total Current Assets		17,986.22
Property and Equipment		<u>                    </u>
Total Property and Equipment		0.00
Other Assets		<u>                    </u>
Total Other Assets		0.00
Total Assets	\$	<u><u>17,986.22</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		<u>                    </u>
Total Current Liabilities		0.00
Long-Term Liabilities		<u>                    </u>
Total Long-Term Liabilities		0.00
Total Liabilities		0.00
Capital		
Retained Earnings	\$	12,486.22
Net Income		<u>5,500.00</u>
Total Capital		<u>17,986.22</u>
Total Liabilities & Capital	\$	<u><u>17,986.22</u></u>

**Jefferson County Industrial Development Agency  
Audit Committee Meeting Minutes  
December 15, 2023**

The Jefferson County Industrial Development Agency held an audit committee meeting on Friday, December 15, 2023 in the board room, 800 Starbuck Avenue, Watertown, NY.

**Present:** Paul Warneck (Chair), Christine Powers  
**Zoom:** Rob Aliasso

**Excused:** David Converse, Rob Aiken

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Robin Stephenson, Laurie Podvin and Lyndi Hill from Bowers & Company, Bill Johnson, John Condino, Ed Walldroff

I. **Call to Order:** Chairman Warneck called the meeting to order at 8:06 a.m.

II. **Engage Audit Firm:**

Mr. Warneck indicated that the purpose of the pre-audit meeting is to engage Bowers & Company to complete the audit covering January 1, 2023 through December 31, 2023. It was noted that the JCIDA audit will include the JCCFDC. This will be year one for Ms. Podvin as lead partner and Ms. Hill as audit manager. Lead auditors are required to change every five years.

Ms. Podvin asked if there were any concerns or litigation; no one was aware of any. Ms. Podvin asked to be notified if there were any questionable/problem loans or significant commitments during the year outside of what they reviewed in the meeting minutes. Mr. Eaton indicated that Ms. Nuffer will provide a list of the loan balances for the loan confirmations.

The engagement letter was presented. The fee is \$12,500 for the audit, \$4,800 for the single audit and \$1,000 for information returns (JCCFDC) for a total of \$18,300. The audit has been scheduled to start on approximately January 22, 2024.

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

III. **Adjournment:** With no further business before the committee, a motion to adjourn was made by Ms. Powers, seconded by Mr. Aliasso. The meeting adjourned at 8:08 a.m.

Respectfully submitted,

*Peggy Sampson*

**Jefferson County Civic Facility Development Corporation  
Governance Committee Meeting Minutes  
December 15, 2023**

The JCCFDC held a governance committee meeting in the board room at 800 Starbuck Avenue, Watertown, NY on Friday, December 15, 2023.

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

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Robin Stephenson, John Condino

- I. **Call to Order:** Chairman Walldroff called the meeting to order at 9:39 a.m.
- II. **Review Bylaws** – Committee members reviewed the current bylaws. There were no changes.
- III. **Review Mission Statement/Performance Measurements** – Committee members reviewed the mission statement and performance measurement goals. The 2023 results will be added within the next few months.
- IV. **Review Current Policies and Procedures** – Committee members reviewed the following policies: Disposition of Real Property Guidelines, Investment Policy with Internal Controls, and Procurement Policy. There were no changes.
- V. **Annual Confidential Board Evaluations:** Committee members reviewed the summary results of confidential evaluation of board performance. Mr. Warneck said it is a bit difficult to answer for this agency since there are only a few active projects and have not been any new projects in the last few years.

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.

- VI. **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 9:42 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORP.**  
**Resolution Number 01.04.2024.01**  
**For Annual Internal Policy and Procedure Review**

**WHEREAS**, on December 15, 2023 the JCCFDC 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
- Mission Statement & Performance Measurements
- Disposition of Real Property Guidelines
- Investment Policy with Internal Controls
- 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.

---

W. Edward Walldroff  
Secretary



**Summary Results of Confidential Evaluation of Board Performance  
2023**

	<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
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.	7			
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.	7			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	6	1		
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	7			
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.	5	1	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.	5	2		
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	5	2		
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	7			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	7			
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	7			
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.	7			

Name of Authority: Jefferson County Civic Facility Development Corporation

Date Completed:

**JCCFDC Committee Structure  
2024**

**Executive Committee:**

Chairman – Robert E. Aliasso, Jr.  
Vice Chairman – William Johnson  
Treasurer – Paul Warneck  
Secretary – W. Edward Walldroff  
Immediate Past Chairman – David Converse

**Governance Committee:**

W. Edward Walldroff, Chair  
William Johnson  
Paul Warneck

**Loan Review Committee:**

David Converse, Chair  
Robert E. Aliasso, Jr.  
Christine Powers  
Kent Burto  
John Condino

**Nominating Committee:**

Lisa L’Huillier, Chair  
William Johnson  
W. Edward Walldroff  
Kent Burto

**Audit/Finance Committee:**

Paul Warneck, Chair  
David Converse  
Christine Powers  
Rob Aiken  
Robert E. Aliasso, Jr.

Jefferson County Civic Facility Develop. Corp.  
 800 Starbuck Avenue, Suite 800  
 Watertown, NY 13601  
 (315-782-5865)

2023 Board Attendance

Name	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Aliasso, Robert	P	No Mtg.	Zoom	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	P	No Mtg.	P
Condino, John	P	No Mtg.	P	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	P	No Mtg.	P
Converse, David	P	No Mtg.	P	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	P	No Mtg.	E
Johnson, William	E	No Mtg.	P	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	P	No Mtg.	P
L'Huillier, Lisa	P	No Mtg.	P	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	E	No Mtg.	P
Walldroff, W. Edward	P	No Mtg.	P	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	P	No Mtg.	P
Warneck, Paul	P	No Mtg.	P	No Mtg.	P	No Mtg.	No Mtg.	P	No Mtg.	P	No Mtg.	P
<b>Totals:</b>	<b>6</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>7</b>	<b>-</b>	<b>-</b>	<b>7</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>6</b>
P - Present												
E - Excused												
A - Absent												

**AUTHORIZING RESOLUTION  
(Jefferson FSA Auxiliary, LLC Project)**

**Resolution No. 01.04.2024.02**

A regular meeting of the Jefferson County Civic Facility Development Corporation was convened in public session on Thursday, January 4, 2024, at 9:00 a.m., local time, at 800 Starbuck Avenue, Watertown, New York.

On motion duly made by \_\_\_\_\_ and seconded by \_\_\_\_\_, the following resolution was placed before the members of the Jefferson County Civic Facility Development Corporation (the "Issuer"):

RESOLUTION OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF ALL DOCUMENTS NECESSARY AND INCIDENTAL TO THE MODIFICATION OF CERTAIN TERMS AND COVENANTS WITH RESPECT TO THE ISSUER'S \$22,525,000 AGGREGATE PRINCIPAL AMOUNT JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION MULTI-MODAL REVENUE BONDS (JEFFERSON FSA AUXILIARY, LLC PROJECT), SERIES 2013

**WHEREAS**, pursuant to the powers and purposes contained in Section 1411 of the Not-For-Profit Corporation Law (the "N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to its certificate of incorporation filed on April 25, 2011 (the "Certificate"), the **JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to (a) construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, (b) to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such territory, (c) to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, (d) to borrow money and to issue negotiable bonds, notes and other obligations therefor, (e) to sell, lease, mortgage or otherwise dispose of or encumber any of its real or personal property or any interest therein upon such terms as it may determine to be suitable, and (f) to undertake certain projects and initiatives for the benefit of and to lessen the burdens of Jefferson County, New York (the "County"); and

**WHEREAS**, pursuant to the Certificate and the N-PCL, the Issuer's corporate powers include, but are not limited to, the power to finance facilities for not-for-profit and other corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property, to loan the proceeds of its bonds to not-for-profit corporations and other entities whenever the Board of Directors shall find such action to be in furtherance of the purposes for which it was organized; and to issue bonds for the purpose of carrying out any of its powers; all bonds to be payable solely out of revenues and

receipts derived from the leasing or sale by the Issuer of its projects; and

**WHEREAS**, on June 27, 2013, the Issuer issued its Multi-Mode Revenue Bonds (Jefferson FSA Auxiliary, LLC Project), Series 2013, in the original principal amount of \$22,525,000 (the “Bonds”) for the benefit of **JEFFERSON FSA AUXILIARY, LLC** (the “Company”), a limited liability company disregarded for federal income tax purposes and wholly controlled by the **FACULTY-STUDENT ASSOCIATION OF JEFFERSON COMMUNITY COLLEGE, INC.** (the “Institution”), for the purpose of financing of all or a portion of the costs of a certain project (the “Project”), consisting of the following: (A) (1) the acquisition of a fee title, leasehold or other interest in a parcel or parcels of land located at 1220 Coffeen Street, Watertown, New York, comprising in the aggregate approximately six (6) acres (the “Land”); (2) the acquisition, construction, and equipping on the Land of a four-story, approximately 290-bed, 96,000-square foot student housing facility and related improvements (including, but not limited to, parking and common areas) operated by the Institution to provide housing and related services to students attending Jefferson Community College (collectively the “Improvements”); and (3) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the “Equipment”, and together with the Improvements, the “Facility”); and (B) the paying of all or a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds, capitalized interest and any reserve funds as may be necessary to secure the Bonds; and

**WHEREAS**, the Bonds were issued pursuant to a certain Indenture of Trust, dated as of June 1, 2013 (the “2013 Indenture”), by and between the Issuer **MANUFACTURERS AND TRADERS TRUST COMPANY**, as Trustee (the “Trustee”) for the holders of the Bonds, and various other documents, including: (i) a Loan Agreement, dated as of June 1, 2013 (the “2013 Loan Agreement”), by and between the Issuer, as lender, and the Company, as borrower; (ii) a Pledge and Assignment, dated as of June 1, 2013 (the “2013 Pledge and Assignment”) from the Issuer to the Trustee and **RBS CITIZENS, N.A.**, as bond purchaser now known as **CITIZENS BANK, N.A.** (the “Purchaser”), and acknowledged by the Company; (iii) a Tax Compliance Agreement, dated June 27, 2013 (the “2013 Tax Compliance Agreement”) by and among the Issuer, the Company, and the Institution; and (iv) related documents; and

**WHEREAS**, the Bonds were purchased by the Purchaser pursuant to a according to the terms of a certain Bond Purchase Agreement and Reimbursement Agreement, dated as of June 1, 2013 (the “2013 Bond Purchase Agreement”; and, together with the 2013 Indenture, the 2013 Loan Agreement the 2013 Pledge and Assignment, the 2013 Tax Compliance Agreement and related documents, the “2013 Bond Documents”), by and among the Issuer, the Company and the Purchaser; and

**WHEREAS**, at the request of the Company and Purchaser, and pursuant to a resolutions adopted by the Issuer on December 7, 2017 and September 5, 2019, the Issuer authorized the reissuance of the Bonds as of December 20, 2017 and October 11, 2019 (collectively, the “Prior Amendments and Reissuances”) in connection with conversion of same from fixed rate mode to bank rate mode, such reissuance having been undertaken by and through the amendment and modification of certain of the 2013 Bond Documents; and

**WHEREAS**, at the request of the Company and pursuant to a resolution adopted by the Issuer on September 10, 2020, the Issuer and the Purchaser further modified the terms of the Bond Documents to modify the existing Bank Rate Mode and certain other covenants as memorialized within a Third Supplemental indenture, dated as of October 1, 2020 (the “2020 Modification”); and

**WHEREAS**, the Company and Purchaser have requested the issuer’s approval (the “2024 Modification Request”) in connection with undertaking certain additional modifications to the 2013 Bond Documents, as amended, to address certain covenant matters, including modification and removal of certain reserve funds, adding a cash flow sweep, entering into a swap modification, and certain other modifications (collectively, the “2024 Modifications”); and

**WHEREAS**, the Issuer is willing to consent to the 2024 Modification Request and to execute and deliver any documents necessary or desirable in connection with the 2024 Modification, subject to the terms of this Resolution; and

**WHEREAS**, in order effectuate the 2024 Modification, the Issuer hereby authorizes the further amendment and/or supplement of the 2013 Bond Documents, as amended, as necessary, including a replacement Bond, Supplement to Indenture, Bond Purchase Agreement, and certain other documents and instruments acceptable to the parties thereto will be executed and delivered (collectively, the “2024 Modification Documents”); and

**WHEREAS**, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 NYCRR Part 617, as amended (collectively referred to as “SEQRA”), the 2024 Modification constitutes a Type II action under SEQRA; and

**WHEREAS**, the Issuer desires to adopt a resolution authorizing (i) the 2024 Modification, and (ii) execution and delivery of the 2024 Modification Documents to which the Issuer is a party.

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

Section 1. Based upon representations made by the Institution to the Issuer, the Issuer makes the following findings and determinations:

- (a) The 2024 Modification constitutes a Type II action pursuant to SEQRA, and the Issuer has no further responsibilities under SEQRA with respect to the Modification Request; and
- (b) It is desirable and in the public interest for the Issuer to comply with the Modification Request and the execution and delivery of the 2024 Modification Documents.

Section 2. The Issuer hereby approves the 2024 Modification to facilitate and allow 2024 Modification Request. The issuer further authorizes the execution and delivery of the 2024 Modification Documents in form and substance as approved by the Chairman, Vice Chairman, Executive Director and/or counsel and bond counsel to the Issuer; and the Secretary of the Issuer is hereby directed to include a copy of the form of replacement Bond, if utilized, with the records of the Issuer.

Section 3. In consequence of the foregoing, and as determined necessary to effectuate the foregoing, the Issuer hereby determines to execute and deliver the 2024 Modification Documents and all other documents necessary and incidental to the 2024 Modification Request (hereafter, the “Financing Documents”).

Section 4. The Chairman (or Vice Chairman) and/or Executive Director (each, an “Authorized Representative”) of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Financing Documents and any documents necessary and incidental to the 2024 Modification Request; and the Secretary of the Issuer is hereby authorized to affix the seal of the Issuer thereto where appropriate and to attest the same, all in substantially the forms thereof presented to this meeting or as otherwise authorized hereby with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) and/or Executive Director and Harris Beach PLLC, as Bond Counsel, shall approve, including but not limited to the date of the Financing Documents. The execution of the Financing Documents by the Chairman (or Vice Chairman) and/or Executive Director of Issuer shall constitute conclusive evidence of such approval. The Chairman (or Vice Chairman) and/or Executive Director of Issuer are further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer.

Section 5. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents, and to do all such further acts and things as may be necessary or in the opinion of the officer, employee, or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon the Issuer.

Section 6. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 7. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chairman (or Vice Chairman) and/or Executive Director to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by Harris Beach PLLC, Bond Counsel to the Issuer, to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or

certificates by the Chairman (or Vice Chairman) and/or Executive Director.

Section 8. All other documents entered into in connection with the Bonds shall remain in full force and effect.

Section 9. This Resolution shall take effect immediately.

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

	YEA	NAY	ABSTAIN	ABSENT
William Johnson	[ ]	[ ]	[ ]	[ ]
David J. Converse	[ ]	[ ]	[ ]	[ ]
Paul Warneck	[ ]	[ ]	[ ]	[ ]
Robert E. Aliasso, Jr.	[ ]	[ ]	[ ]	[ ]
Lisa L’Huillier	[ ]	[ ]	[ ]	[ ]
John Condino	[ ]	[ ]	[ ]	[ ]
W. Edward Walldroff	[ ]	[ ]	[ ]	[ ]

The Resolution was thereupon declared duly adopted.

Adopted: January 4, 2024



STATE OF NEW YORK                    )  
COUNTY OF JEFFERSON                ) SS:

I, the undersigned (Acting) Secretary of Jefferson County Civic Facility Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on January 4, 2024, 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 Directors 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 of said Corporation this \_\_ day of January, 2024.

\_\_\_\_\_  
W. Edward Walldroff, (Acting) Secretary