

**Deferiet Redevelopment 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 Board Meeting**

**Date:** July 18, 2024

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

**From:** Marshall Weir

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

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The Deferiet Redevelopment Corporation will hold its board meeting on **Thursday, August 1, 2024 at 8:45 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 at [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

pss

c: Jay Matteson  
Lyle Eaton  
Robin Stephenson  
Rob Aliasso  
W. Edward Walldroff  
Paul Warneck  
Kent Burto  
Greg Gardner  
Christine Powers  
Justin S. Miller, Esq.  
Joseph V. Frateschi, Esq.  
Media

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**APPOINTED DIRECTORS BOARD MEETING AGENDA**

**Thursday, August 1, 2024 – 8:45 a.m.**

- I. Call to Order**
- II. Initial Directors Minutes – June 27, 2024**
- III. Organizational Resolution No. 08.01.2024.01**
- IV. Adjournment**

**Deferiet Redevelopment Corporation  
Initial Directors Board Meeting Minutes  
June 27, 2024**

**DRAFT**

The Initial Directors of the Deferiet Redevelopment Corporation held its initial board meeting on Thursday, June 27, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** None

**Absent:** None

**Also Present:** Marshall Weir, Lyle Eaton, Peggy Sampson, Robin Stephenson, Jay Matteson, Rob Aiken, Kent Burto

**Zoom:** Justin Miller, Esq. (Harris Beach)

**I. Call to Order:** Mr. Aliasso called the meeting to order at 9:10 a.m.

**II. Organizational Resolution No. 06.27.2024.01** – Mr. Aliasso read the purpose of the resolution. The resolution exhibits the certificate of incorporation, adoption of bylaws, and the following policies:

- Certification of No Conflict of Interest
- Acknowledgement of Fiduciary Duties and Responsibilities
- Certificate of the CEO and CFO for annual reports
- Compensation, Reimbursement and Attendance policy
- Code of Ethics
- Whistleblower Policy
- Investment Policy
- Travel Policy
- Disposition of Real Property Guidelines
- Procurement Policy
- Defense and Indemnification Policy

The Agency appointed the following Board of Directors:

<u>Name</u>	<u>Representing</u>
John Condino	JCIDA
David Converse	JCIDA
Hon. William W. Johnson	JCIDA and Chair, County Legislature, ex officio
Robert J. Aiken	JCLDC
Lisa L’Huillier	JCLDC
Hon. Joseph Cook	Mayor, Village of Deferiet, ex officio
Hon. Paul Smith	Supervisor, Town of Wilna, ex officio

A motion to approve the resolution was made by Mr. Condino, seconded by Mr. Warneck. All in favor. Roll call vote. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Condino – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

**Deferiet Redevelopment Corporation  
Initial Directors Board Meeting Minutes  
June 27, 2024**

**DRAFT**

- III. Adjournment:** With no further business before the initial board, a motion to adjourn was made by Ms. L'Huillier, seconded by Mr. Warneck. All in favor. The meeting was adjourned at 9:15 a.m.

Respectfully submitted,  
*Peggy Sampson*

**ORGANIZATIONAL RESOLUTION - APPOINTED DIRECTORS  
DEFERIET REDEVELOPMENT CORPORATION**

The initial meeting of the Appointed Directors of the Deferiet Redevelopment Corporation was convened on August 1, 2024 at 8:45 a.m.

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

Resolution No. 08.01.2024.01

ORGANIZATIONAL RESOLUTION OF THE APPOINTED DIRECTORS OF THE DEFERIET REDEVELOPMENT CORPORATION (THE "CORPORATION") (i) RATIFYING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO ITS ORGANIZATION AND IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK, (ii) ELECTING BOARD OFFICERS, ESTABLISHING COMMITTEES AND APPOINTING STAFF; AND (iii) UNDERTAKING CERTAIN OTHER ORGANIZATIONAL ACTIONS.

**WHEREAS**, pursuant to Section 1411 of the Not-for-Profit Corporation Law (herein, the "N-PCL" or the "Act"), a Certificate of Incorporation (the "Certificate") establishing the Corporation was filed with the New York Secretary of State on March 15, 2024; and

**WHEREAS**, pursuant to the Certificate, the members of Jefferson County Industrial Agency (the "Agency") were established as the Initial Directors of the Corporation, and by resolution adopted June 27, 2024, the Initial Directors (i) adopted By-laws of the Corporation in accordance with applicable provisions of the N-PCL, and (ii) **WHEREAS**, pursuant to Section 2 of the Public Authorities Law ("PAL") of the State, the provisions of the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York ("PAAA"), undertook certain other initial organizational matters, including the adoption of certain policies, standards and procedures to comply with the provisions of the PAAA, Open Meetings Law and Freedom of Information Law (collectively, the "Initial Director's Resolution"); and

**WHEREAS**, the Agency, as sole member of the Corporation, and in accordance with the By-laws of the Corporation, appointed the following Board of Directors of the Corporation:

Name	Representing
John Condino	JCIDA
David Converse	JCIDA
Hon. William Johnson	JCIDA and Chair, County Legislature, ex officio

Robert Aiken	JCLDC
Lisa L'Huillier	JCLDC
Hon. Joseph Cook	Mayor, Village of Deferiet, ex officio
Hon. Paul Smith	Supervisor, Town of Wilna, ex officio

WHEREAS, the Appointed Directors desire to (i) ratify the Initial Directors Resolution, and (ii) elect board officers, establish committees, and appoint staff in accordance with the By-laws of the Corporation, and (iii) authorize certain other organizational matters.

**NOW, THEREFORE, BE IT RESOLVED** by the Initial Directors of the Corporation as follows:

Section 1. The Corporation hereby ratifies the Initial Directors Resolution, including the adoption of By-laws and the establishment of policies in accordance with PAAA.

Section 2. Pursuant to and in accordance with the By-laws of the Corporation, the Directors of the Corporation hereby elect the following Directors to serve in the respective offices of the Board:

, Chair
, Vice Chair
, Treasurer
, Secretary

Section 3. Pursuant to and in accordance with the By-laws of the Corporation, the Directors of the Corporation hereby appoint the following individuals to serve in the following appointed positions:

F. Marshall Weir, Chief Executive Officer
Lyle V. Eaton, Chief Financial Officer
Peggy S. Sampson, Acting Secretary

The foregoing officers shall enter upon the discharge of their duties as provided in the By-Laws of the Corporation.

Section 4. The Corporation shall engage the services of the professionals and institutions described on **Exhibit A** attached hereto.

Section 5. Pursuant to subdivision 4 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation, an Audit and Finance Committee of the Corporation is established and shall initially be comprised of the following Directors:

- 1.
- 2.

3.

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

Section 6. Pursuant to subdivision 7 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation, a Governance Committee of the Corporation is established and shall initially be comprised of the following Directors:

- 1.
- 2.
- 3.

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

Section 7. This resolution shall take effect immediately.

On motion duly made by Director \_\_\_\_\_ and seconded by Director \_\_\_\_\_, the following resolution was placed before the Board of Directors of the Corporation:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
John Condino				
David Converse				
Hon. William Johnson				
Robert Aiken				
Lisa L'Huillier				
Hon. Joseph Cook				
Hon. Paul Smith				

The resolutions were thereupon duly adopted.



STATE OF NEW YORK )  
COUNTY OF JEFFERSON ) SS:

I, the undersigned [Acting Secretary] of the Deferiet Redevelopment Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Deferiet Redevelopment Corporation (the "Corporation"), including the resolution contained therein, held on August 1, 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 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 \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
[Acting Secretary]

[SEAL]

**EXHIBIT A**

Consultants and Institutions to be Engaged

**Banking Institutions:** Watertown Savings Bank

**Accountant and Audit Firm:** Bowers CPAs & Advisors

**General and Transaction Counsel:** Harris Beach PLLC

