

**Deferiet Redevelopment Corporation  
Appointed Directors Board Meeting Minutes  
August 1, 2024**

The Appointed Directors of the Deferiet Redevelopment Corporation held its initial board meeting on Thursday, August 1, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** John Condino, David Converse, William Johnson, Robert Aiken, Lisa L’Huillier, Paul Smith

**Excused:** None

**Absent:** Joseph Cook

**Also Present:** Marshall Weir, Lyle Eaton, Peggy Sampson, Robin Stephenson, Jay Matteson  
**Zoom:** Justin Miller, Esq. (Harris Beach)

**I. Call to Order:** The meeting was called to order at 9:15 a.m.

**II. Appointed Directors Organizational Resolution No. 08.01.2024.01 –**

Attorney Miller provided background information. He said the JCIDA Board established this special local development corporation to be the leadership entity for the redevelopment of the former mill. He said that the County has taken title to the facility and the plan is to have the DRC board take title from the County for this special purpose entity (a protective corporate entity to hold title to protect from unknown environmental liabilities and also the possibility for future redevelopment). The state through NYSERDA has taken a lead role in providing seed funding to study the property and also wants to bring funding to the table in collaboration to site a renewable energy facility on the property and future redevelopment opportunity. There are portions of the property that contain abandoned buildings and other challenges that the DRC will have to manage. The JCIDA serves as the sole member and appoints the DRC board members. The DRC will operate under the Public Authorities Act (PAAA), meets at an open meeting, is subject to FOIL, and will have annual reporting requirements for PAAA. The JCIDA board started the process at their June 27, 2024 meeting to appoint board members, adopt bylaws and policies and procedures.

Attorney Miller reviewed each section of the resolution.

Section 1. (Ratifies the bylaws and policies)

Section 2. (Elect Officers)

John Condino, Chair  
Robert Aiken, Vice Chair  
David Converse, Treasurer  
Lisa L’Huillier, Secretary

Section 3. (Appointment of Staff)

F. Marshall Weir, CEO  
Lyle V. Eaton, CFO  
Peggy S. Sampson, Acting Secretary

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Section 4. (Engage the services of the professionals and institutions)

Banking Institution: Watertown Savings Bank  
Accountant and Audit Firm: Bowers CPAs & Advisors  
General and Transaction Counsel: Harris Beach PLLC

Section 5. (Audit and Finance Committee)

1. Paul Smith
2. Robert Aiken
3. Lisa L'Huillier

Section 6. (Governance Committee)

1. William Johnson
2. David Converse
3. Joseph Cook

A motion to approve the resolution was made by Mr. Aiken, seconded by Mr. Smith. All in favor. Roll call vote. Mr. Condino – Yea, Mr. Converse – Yea, Mr. Johnson – Yea, Mr. Aiken – Yea, Ms. L'Huillier – Yea, Mr. Cook – Absent, and Mr. Smith – Yea. Carried.

Attorney Miller mentioned that some of the board members will be required to complete PAAA board member training if they have not done so within the last year for other agencies or organizations.

Mr. Converse asked how this LDC will be funded. Attorney Miller said the IDA can cover in the short term by setting up a formal arrangement or an MOU. He said that a license agreement will give the DRC the right to be located inside the JCIDA location. Mr. Weir said that he will work with Attorney Miller on next steps. The next meeting will be held on September 5, 2024.

Mr. Warneck asked about the possibility of sighting renewable energy on the site since National Grid supposedly removed the high voltage lines. Mr. Weir said it will be a challenge, but there is still a possibility of solar on the property.

- III. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Converse, seconded by Mr. Smith. All in favor. The meeting was adjourned at 9:42 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:

John Condino, Chair
Robert Aiken, Vice Chair
David Converse, Treasurer
Lisa L'Huillier, 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. Paul Smith
2. Robert Aiken

3. Lisa L'Huillier

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. William Johnson
2. David Converse
3. Joseph Cook

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 Aiken and seconded by Director Smith, 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	X			
David Converse	X			
Hon. William Johnson	X			
Robert Aiken	X			
Lisa L'Huillier	X			
Hon. Joseph Cook			X	
Hon. Paul Smith	X			

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:

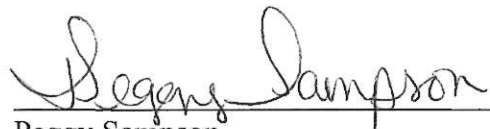
That I have compared the annexed extract of minutes of the meeting of the Deferiet Redevelopment Corporation (the "Corporation"), including the resolution contained therein, held on August 1, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings 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 1<sup>st</sup> day of August, 2024.

  
Peggy Sampson  
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