

**Jefferson County Civic Facility Development Corporation
Special Board Meeting Minutes
March 20, 2025**

The Jefferson County Civic Facility Development Corporation held a special board meeting on Thursday, March 20, 2025 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: None

Absent: W. Edward Walldroff

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

I. Call to Order: Chairman Aliasso called the special meeting to order at 8:52 a.m.

II. Special Business:

1. Annual Meeting Resolution No. 03.07.2024.01 (including acceptance of [JCIDA] Audit and PARIS Reports, Ratification of Mission Statement, Property Disposition, Investment and Procurement Policies, Election of Officer/Board Committee Positions and Appointment of Staff) – A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Johnson. Roll call vote. Mr. Converse – Yea, Mr. Condino – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Yea. Carried.

III. Adjournment: With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Johnson. All in favor. The special meeting was adjourned at 8:54 a.m.

Respectfully submitted,

Peggy Sampson

ANNUAL MEETING RESOLUTION

A special meeting of the Jefferson County Civic Facility Development Corporation was convened on March 20, 2025 at 8:30 a.m.

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

Resolution No. 03.20.2025.01

ANNUAL MEETING RESOLUTIONS OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION (THE "CORPORATION"), INCLUDING (i) ACCEPTANCE OF ANNUAL AUDIT; (ii) RATIFICATION OF 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 with Internal Controls, the Disposition of Real Property Guidelines, and the Procurement Policy, and the Corporation hereby determines that no changes are required and that the same is hereby approved.

Section 3. The Corporation has reviewed JCIDA's Independent Auditor's Report for the fiscal year ended December 31, 2024, as prepared by Bowers CPAs PLLC in the form presented at the meeting, and such audit is hereby approved.

Section 4. The Corporation hereby authorizes and approves the 2024 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, 2025 through December 31, 2025:

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, 2025 through December 31, 2025: Paul Warneck, David Converse, Charles Capone, 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, 2025 through December 31, 2025: 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:

Frank M. Weir, Chief Executive Officer
Lyle V. Eaton, Chief Financial Officer
Jay M. Matteson, Agricultural Coordinator & Deputy CEO
Robin Stephenson, Director of Business Development
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 JEFFERSON) SS:

I, F. Marshall Weir, the undersigned Chief Executive Officer 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 20, 2025, 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 20th day of March, 2025.



F. Marshall Weir, CEO