

**AUTHORIZING RESOLUTION**  
*(Creation of the LaFayette Redevelopment Corporation)*

A regular meeting of the LaFayette Town Board was convened on Tuesday, May 14, 2024 at 6:30 p.m.

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

Resolution No. 58-24

**RESOLUTION OF THE TOWN OF LAFAYETTE (THE “TOWN”) AUTHORIZING (i) CERTAIN CONTINUED PLANNING AND INVESTIGATORY ACTIVITIES FOR PROPOSED REDEVELOPMENT PROJECTS WITHIN THE TOWN; (ii) AUTHORIZING THE ESTABLISHMENT OF THE LAFAYETTE REDEVELOPMENT CORPORATION (THE “CORPORATION”) TO ASSIST WITH PROPERTY ACQUISITION, REDEVELOPMENT AND MANAGEMENT ACTIVITIES; AND (ii) RELATED MATTERS**

**WHEREAS**, it the policy of the State of New York to promote the economic welfare and prosperity of its inhabitants and to actively promote, attract, encourage and develop economically sound commerce and industry; and

**WHEREAS**, the Town is tasked with the responsibility and burden to prevent unemployment and economic deterioration within the Town by increasing and maintaining employment opportunities and attracting and sustaining economically sound commerce; and

**WHEREAS**, it is essential for the Town to support the operations and activities of both for-profit and not-for-profit entities and corporations within the Town in furtherance of both job creation and retention opportunities within the Town; and

**WHEREAS**, the Town desires to establish a special purpose redevelopment entity in the form of a local development corporation formed pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) to serve as a special purpose property holding company to protect the Town from unknown environmental liabilities and risks, and to serve as the property redevelopment and management manger with a board of directors consisting of councilors of the Town Board; and

**WHEREAS**, a proposed certificate of incorporation (the “Certificate of Incorporation”, a copy of which is attached hereto as Exhibit A) has been prepared for the establishment of the Corporation and the Town desires to authorize filing of same, whereby (i) the Town shall serve as sole member of the Corporation and the Town Councilors of the Town shall serve as Initial Directors, and (ii) once the Corporation has undertaken organizational meetings, the Board of Directors will be comprised of six (6) directors.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCILORS OF THE TOWN OF LAFAYETTE TOWN BOARD AS FOLLOWS:

Section 1. The Town hereby authorizes the filing of the Certificate of Incorporation, in substantially the form attached hereto.

Section 2. The Town has identified the establishment of the Corporation as a “Type II” action under the State Environmental Quality Review Act (“SEQRA”).

Section 3. The officers, employees and agents of the Town are hereby authorized and directed for and in the name and on behalf of the Town to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses 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 resolutions and to cause compliance by the Town with all of the terms, covenants and provisions of the documents executed for and on behalf of the Town.

Section 4. These Resolutions shall take effect immediately upon adoption.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
William McConnell	[ X ]	[ ]	[ ]	[ ]
Melanie Palmer	[ X ]	[ ]	[ ]	[ ]
Jerry Marzo	[ X ]	[ ]	[ ]	[ ]
Carole Dwyer	[ X ]	[ ]	[ ]	[ ]
Nate Loughlin	[ X ]	[ ]	[ ]	[ ]
Mark Distler	[ X ]	[ ]	[ ]	[ ]


The Resolution was thereupon declared duly adopted.

**I, KRISTIN COLBURN**, Town Clerk of the Town of Lafayette, **DO HEREBY CERTIFY** that the preceding Resolution was duly adopted by the Town Board of the Town of Lafayette at a regular meeting of the Board duly called and held on the 14<sup>th</sup> day of May 2024; that said Resolution was entered in the minutes of said meeting; that I have compared the foregoing copy with the original thereof now on file in my office; and that the same is a true and correct transcript of said Resolution and of the whole thereof.

**I FURTHER CERTIFY** that all members of said Board had due notice of said meeting.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the Town of Lafayette, this 12th day of March, 2024.

**DATED: May 14, 2024**  
**LaFayette, New York**

  
\_\_\_\_\_  
**Kristin Colburn**  
**Town Clerk of the Town of Lafayette**  
**Onondaga County, New York**

**EXHIBIT A**

**FORM OF CERTIFICATE OF INCORPORATION**

**CERTIFICATE OF INCORPORATION**  
**OF**  
**LAFAYETTE REDEVELOPMENT CORPORATION**

A Not-For-Profit Local Development Corporation  
under Section 1411 of the Not-For-Profit  
Corporation Law of the State of New York

**THE UNDERSIGNED**, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

**FIRST:** The name of the corporation shall be “LaFayette Redevelopment Corporation” (hereinafter referred to as the “Corporation”).

**SECOND:** The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1411 of the Not-For-Profit Corporation Law, will be a charitable corporation as defined in Section 201 of the Not-For-Profit Corporation Law. There is no requirement under the New York Not-for-Profit Corporation Law or any other statute of the State of New York requiring any approval or consent before filing of this certificate of incorporation.

**THIRD:** The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation’s powers shall include:

(a) To foster the creation, retention and expansion of jobs and economic opportunities for the benefit of the Town of LaFayette, New York State and local economies; and

(b) To construct, acquire, rehabilitate and improve for use by others, facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain and/or lease such facilities on its behalf or for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;

(c) To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;

(d) To apply for loans and borrow money without limit as to amount; to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other obligations therefor;

(e) To sell, lease, mortgage or otherwise dispose of or encumber any such facilities or any of its real or personal property or any interest therein upon such terms as it may determine;

(f) To enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of facilities and related businesses in the territory in which the operations of the Corporation are principally to be conducted;

(g) To apply for and make grants and loans and to execute any and all documents necessary in connection therewith;

(h) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.

(i) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The Corporation's mission and public objective, which the Corporation's purposes will achieve, include, but are not limited to the lessening of the burdens of government by undertaking and promoting economic development initiatives in the Town of Lafayette, New York State and local economies.

FIFTH: The operations of the Corporation will be principally conducted within the territory of the Town of LaFayette, New York and its constituent communities.

SIXTH: Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law:

(a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes; to the extent not so used, the income and earnings will accrue and be paid to the Job Development Authority to the extent required by Section 1411 of the Not-for-Profit Corporation Law.

(b) The property of the Corporation is irrevocably dedicated to its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or

individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

SEVENTH: (a) The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

(b) The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

(c) Nothing in this Certificate of Incorporation shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a)-(w) of the Not-for-Profit Corporation Law, and therefore the Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body and no such consent or approval is required.

EIGHTH: Upon the dissolution of the Corporation no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the



Corporation of whatsoever kind and nature, (including the payment of loans and contributions the repayment of which has been authorized in the certificate of incorporation) shall be distributed to the Town of LaFayette, New York for furtherance of the purposes set forth in paragraph (a) of Section 1411 of the Not-for-Profit Corporation Law of the State of New York. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in the County of Onondaga, New York.

TENTH: The offices of the Corporation shall be functionally separate from those of the Town or any of its affiliated entities (collectively, the "Town Entities") (although such office may be in a facility leased from the Town or any of its affiliates on arms-length terms). The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of the Town Entities;

(b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of the Town Entities;

(c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of any of the Town Entities;

(d) maintain its own deposit account or accounts, separate from those of the Town Entities, with commercial banking institutions and/or trust companies;

(e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;

(f) conduct its business in its own name and conduct all material transactions between the Corporation and the Town Entities only on an arm's-length basis;

(g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts. Regular members' and directors' meetings shall be held at least annually;

(h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of the Town Entities);

(i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;

(j) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;

(k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of the Town Entities;

(l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for any member of the Town Entities; and

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

ELEVENTH: The types or classes of Membership in the Corporation and the number of Member(s) of the Corporation shall be described in the By-laws. The initial Member(s) of the Corporation shall be identified in the By-laws.

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the Members and the affirmative vote of a majority of the Directors.

THIRTEENTH: The names and addresses of the initial Directors of the Corporation will be as follows:

Name	Address
William McConnell	2577 US Route 11, LaFayette, NY 13084
Melanie Palmer	2577 US Route 11, LaFayette, NY 13084
Jerry Marzo	2577 US Route 11, LaFayette, NY 13084
Carole Dwyer	2577 US Route 11, LaFayette, NY 13084
Nate Loughlin	2577 US Route 11, LaFayette, NY 13084
David Knapp	2577 US Route 11, LaFayette, NY 13084
Mark Distler	2577 US Route 11, LaFayette, NY 13084

FOURTEENTH: The duration of the Corporation shall be perpetual.

FIFTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

SIXTEENTH: The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows: LaFayette Redevelopment Corporation c/o Town of LaFayette, 2577 US Route 11, LaFayette, NY 13084.

SEVENTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by a majority of the Directors of the Corporation or by majority vote of the Member(s).

EIGHTEENTH: The Corporation will not do any of the following:

(a) Without the affirmative vote of all Member(s) of the Corporation and the affirmative vote of a majority of the Directors, increase or decrease the number of Member(s) of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the Directors of the Corporation and all of the Corporation's Member(s), (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of all of the Directors of the Corporation and all of the Corporation's Member(s), merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

IN WITNESS WHEREOF, this certificate has been subscribed this \_\_\_\_ day of March, 2024.

/s/ Joseph V. Frateschi  
Joseph V. Frateschi, Esq., Incorporator  
Harris Beach PLLC  
333 West Washington Street, Suite 200  
Syracuse, NY 13202

CERTIFICATE OF INCORPORATION  
OF  
LAFAYETTE REDEVELOPMENT CORPORATION

(Under Section 1411 of the Not-For-Profit Corporation Law of the State of New York)

Filed by: Joseph V. Frateschi, Esq.  
Harris Beach PLLC  
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Syracuse, NY 13202