

**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 Board Meeting**

**Date:** February 15, 2018

**To:** Chairman David Converse  
John Jennings  
Robert Aliasso  
W. Edward Walldroff  
Paul Warneck  
William Johnson  
Lisa L'Huillier

**From:** Donald C. Alexander

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

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The Jefferson County Civic Facility Development Corporation will hold a board meeting on **Thursday, March 1, 2018 at 9:00 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

Please confirm your attendance with Peggy Sampson [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

pss

c: David Zembiec  
Lyle V. Eaton  
Joseph Russell, Esq.  
Media

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**BOARD MEETING AGENDA**  
**Thursday, March 1, 2018**  
**9 a.m.**

- I. Call to Order**
- II. Minutes of the Meeting of December 7, 2017**
- III. Treasurer's Report – December 31, 2017  
January 31, 2018  
February 28, 2018**
- IV. Committee Reports**
  - a. Governance Committee**
    - i. Summary Results of Confidential Evaluation of Board Performance**
- V. Unfinished Business**
- VI. New Business**
- VII. Adjournment**

**Jefferson County Civic Facility Development Corporation  
Board Meeting Minutes  
December 7, 2017**

The Jefferson County Civic Facility Development Corporation held a board meeting on Thursday, December 7, 2017 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** David Converse, Chair, John Jennings, Paul Warneck, William Johnson, Lisa L’Huillier, W. Edward Walldroff

**Also Present:** Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Joseph Russell, Esq., Donald DiMonda, Kent Burto, Rich Duvall, and Marcus Wolf from the Watertown Daily Times

**Excused:** Robert E. Aliasso, Jr.

**Absent:** None

- I. Call to Order:** Mr. Converse called the meeting to order at 9:43 a.m.
- II. Minutes:** Minutes of the regular meeting held October 5, 2017 were presented. A motion to approve the minutes as presented was made by Mr. Warneck, seconded by Mr. Jennings. All in favor. Carried.
- III. Treasurer’s Report:** Mr. Eaton reviewed the financials for the income statement and balance sheet for the periods ending October 31, 2017 and November 30, 2017. A motion was made by Mr. Walldroff to accept the financial reports as presented, seconded by Mr. Johnson. All in favor. Carried.
- IV. Committee Reports:** None.
- V. Unfinished Business:** None.
- VI. New Business:**
  - 1. Resolution Number 12.07.2017.01 to transfer money to JCIDA** – After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. All in favor. Carried.
  - 2. Resolution Number 12.07.2017.02 for Jefferson FSA Auxiliary, LLC Project** – After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Warneck. Roll call vote was taken. Mr. Johnson-Yea, Mr. Converse-Yea, Mr. Warneck-Yea, Mr. Aliasso-Absent, Ms. L’Huillier-Yea, Mr. Jennings-Yea, and Mr. Walldroff – Yea. Carried.
    - Tax Reform – Mr. Alexander said that the House version as it stands will eliminate us from issuing bonds through this corporation. He wondered if the board should take a position on the matter. Mr. Warneck wondered what other organizations are doing and said that staff should look into it.
- VII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Walldroff, seconded by Mr. Jennings. All in favor. The meeting adjourned at 9:55 a.m.

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**  
**Resolution Number 12.07.2017.01**


**RESOLUTION TO TRANSFER MONEY TO THE JEFFERSON COUNTY**  
**INDUSTRIAL DEVELOPMENT AGENCY**

**WHEREAS**, A request to transfer \$170,000.00 from the Jefferson County Civic Facility Development Corporation to the Jefferson County Industrial Development Agency, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Civic Facility Development Corporation that it herein approves the request, 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.

  
\_\_\_\_\_  
David J. Converse  
Chairman

**RESOLUTION NUMBER 12.07.2017.02**  
**(Jefferson FSA Auxiliary, LLC Project)**

A regular meeting of the Jefferson County Civic Facility Development Corporation was convened in public session on Thursday, December 7, 2017, at 9 a.m., local time, at 800 Starbuck Avenue, Watertown, New York.

On motion duly made by Mr. Walldroff and seconded by Mr. Warneck, 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 CONVERSION FROM BANK FIXED INTEREST RATE MODE TO THE BANK RATE MODE 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 "Bond Documents"), by and among the Issuer, the Company and the Purchaser; and

WHEREAS, the Company has requested that the Issuer and the Purchaser modify the terms of the Bond Documents to convert the mode on the Bonds to the Bank Rate Mode from the Bank Fixed Interest Rate Mode (the "Modification"), and the Purchaser has agreed to such conversion pursuant to the terms and conditions outlined in that certain letter and term sheet, dated November 14, 2017 (the "Modification Request"), attached hereto as Schedule A, from the Purchaser to the Company; and

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

WHEREAS, in order effect the Modification:

- (i) All outstanding bonds will be mandatorily tendered for purchase by the Purchaser, and the 2013 Indenture will be supplemented and amended to, among other things, incorporate the Bank Rate Mode pursuant to the terms of the 2013 Indenture, as supplemented and amended pursuant to a certain First Supplemental Indenture of Trust, dated as of December 1, 2017 or equivalent documentation (the "First Supplemental Indenture"; the 2013 Indenture, as so supplemented and amended, is hereinafter referred to as the "Indenture");
- (ii) The 2013 Bond Purchase Agreement will be supplemented and amended pursuant to a certain First Supplemental Bond Purchase Agreement, dated as of December 1, 2017 or equivalent documentation (the "First Supplemental Bond Purchase Agreement"; the 2013 Bond Purchase Agreement, as so supplemented and amended, is hereinafter referred to as the "Purchase Agreement");
- (iii) The 2013 Loan Agreement will be supplemented and amended pursuant to a certain First Supplemental Loan Agreement, dated as of December 1, 2017 or equivalent documentation (the "First Supplemental Loan Agreement"; the 2013 Loan Agreement, as so supplemented and amended, is hereinafter referred to as the "Loan Agreement");
- (iv) The 2013 Pledge and Assignment will be supplemented and amended pursuant to a certain First Supplemental Pledge and Assignment, dated as of December 1, 2017 or equivalent documentation (the "First Supplemental Pledge and Assignment"; the 2013 Pledge and Assignment, as so supplemented and amended, is hereinafter referred to as the "Pledge and Assignment");
- (v) The Company, the Institution, and the Issuer will amend and restate the 2013 Tax Compliance Agreement pursuant to a certain Amended and Restated Tax Compliance Agreement to be dated the date of the conversion of the Bonds to Bank Rate Mode (the "Amended and Restated Tax Compliance Agreement"; and, together with the First Supplemental Indenture, the Purchase Agreement, the First Supplemental Loan Agreement and the First Supplemental the Pledge and Assignment, the "Modification Documents"); and
- (vi) Certain other documents and instruments acceptable to the parties thereto will be executed and delivered; 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 Modification constitutes a Type II action under SEQRA; and

WHEREAS, the Issuer desires to adopt a resolution authorizing (i) the execution and delivery of the Modification Documents to which the Issuer is a party and (ii) the conversion of the Bonds to Bank Rate Mode.

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 Modification Request 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 Modification Documents.

Section 2. The Issuer hereby approves the conversion of the Bonds to the Bank Rate Mode. The form and substance of the replacement Bond bearing interest at the Bank Rate (in substantially the form presented to this meeting) are hereby approved; and the Secretary of the Issuer is hereby directed to include a copy of the form of replacement Bond bearing interest at the Bank Rate submitted to this meeting with the records of the Issuer.

Section 3. In consequence of the foregoing, the Issuer hereby determines to cause a mandatory tender of the Bonds and to execute and deliver the Modification Documents and all other documents necessary and incidental to the conversion of the Bonds to Bank Rate, including but not limited to the First Supplemental Indenture, the Purchase Agreement, the First Supplemental Loan Agreement, the First Supplemental Pledge and Assignment, the Amended and Restated Tax Compliance Agreement, a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the replacement Bond (the "Information Return") and replacement Bond bearing interest at the Bank Rate Mode, along with related documents (the "Financing Documents").

Section 4. (a) 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 conversion of the Bonds to Bank Rate; 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.

(b) 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	[ X ]	[ ]	[ ]	[ ]
David J. Converse	[ X ]	[ ]	[ ]	[ ]
Paul Warneck	[ X ]	[ ]	[ ]	[ ]
Robert E. Aliasso, Jr.	[ ]	[ ]	[ ]	[ X ]
Lisa L'Huillier	[ X ]	[ ]	[ ]	[ ]
John Jennings	[ X ]	[ ]	[ ]	[ ]
W. Edward Walldroff	[ X ]	[ ]	[ ]	[ ]

The Resolution was thereupon declared duly adopted.

Adopted: December 7, 2017

STATE OF NEW YORK                    )  
COUNTY OF JEFFERSON                ) SS:

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

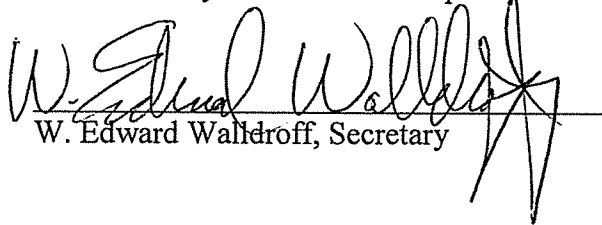
That I have compared the annexed extract of minutes of the meeting of Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on December 7, 2017, with the original thereof on file in my office, and that the same is a true and correct 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 7<sup>th</sup> day of December, 2017.

  
W. Edward Walldroff, Secretary

Schedule A

Modification Request

Exhibit A