

**Jefferson County Industrial Development Agency**  
800 Starbuck Avenue, Suite 800  
Watertown, New York 13601  
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915  
[www.jcida.com](http://www.jcida.com)

---

## **Notice of Board Meeting**

**Date:** December 21, 2017

**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

=====

The Jefferson County Industrial Development Agency will hold a Board Meeting on Thursday, January 4, 2018 at 8:30 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 Eaton  
Joseph Russell, Esq.  
Media

**Jefferson County Industrial Development Agency**  
800 Starbuck Avenue, Suite 800  
Watertown, New York 13601  
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915  
www.jcida.com

---

**BOARD MEETING**  
**Thursday, January 4, 2018 - 8:30 a.m.**

**AGENDA**

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes of the Meeting of December 7, 2017**
- V. Treasurer's Report – as of December 31, 2017**
- VI. Committee Reports**
  - a. Governance Committee**
    - i. Summary Results of Confidential Evaluation of Board Performance**
- VII. Unfinished Business**
- VIII. New Business**
  - 1. Consider Adopting Fixed Assets Policy**
  - 2. Consider Adopting Uniform Guidance Policy**
- IX. Counsel**
- X. Adjournment**

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
December 7, 2017**

The Jefferson County Industrial Development Agency 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, W. Edward Walldroff, William Johnson, Paul Warneck, Lisa L'Huillier

**Also Present:** Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Marshall Weir, Joseph Russell, Esq., Kent Burto, Donald DiMonda, Rich Duvall, Neil Habig (Apex), Jennifer Gaffney (Sackets Principal), Tim Scee (Hounsfield Town Supervisor), Eric Constance (Sackets LDC Board Member), 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 8:53 a.m.
- II. Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held November 2, 2017 were presented. A motion to approve the minutes as presented was made by Mr. Warneck, seconded by Mr. Jennings. All in favor. Carried.
- IV. Audit Report for 2016-2017 by Bowers & Company** – Brianna Uhlinger presented the audited financial statements ending 9/30/17 which include the Jefferson County Civic Facility Development Corporation. The statement also included the Independent Auditors' Report on Internal Control and a recommendation letter that addressed the new regulatory requirement for federal awards (Uniform Guidance) which will need to be approved by the board. Ms. Uhlinger indicated that she provided Mr. Eaton with a sample he can use. Mr. Eaton said the document will be ready for the January board meeting. After review and discussion, a motion was made by Mr. Warneck to accept the 2016-2017 Audit, seconded by Mr. Johnson. All in favor. Carried.
- V. Treasurer's Report:** Mr. Eaton reviewed the financials for the period ending November 30, 2017 along with the delinquent loans. He said that Metro Paper's PILOT payment is still delinquent at this time (due 9/1/17), Riverview Plaza has agreed to a work-out plan with NCA (lead agency), and said that the Carthage Specialty Loan is the biggest risk at the present time. Mr. Eaton pointed out that the IDA is running low on cash. After discussion, a motion was made by Ms. L'Huillier to accept the financial report of November 30, 2017 as presented, seconded by Mr. Jennings. All in favor. Carried.
- VI. Committee Reports:**
  - a. Loan Review Committee**
    - i. Resolution Number 12.07.2017.01 for Wright Brothers, LLC** – After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Jennings. All in favor. Carried.

- ii. **Resolution Number 12.07.2017.02 for Taste of Design** – After review and discussion, a motion was made by Ms. L’Huillier to approve the attached resolution as presented, seconded by Mr. Walldroff. All in favor. Carried.

**VII. Unfinished Business:**

**Informational Presentation from the Galloo Island Wind Farm** – Neil Habig said that he thought it was appropriate to address the concern of interference with Fort Drum. He said that he has made progress having met with Fort Drum officials, the Sackets School, Town of Hounsfield Supervisor (both of whom met with Fort Drum officials as well) and has a meeting scheduled later today with County Administrator Hagemann. He said that there is no concern for the Galloo Island project. Mr. Habig’s presentation indicated that Galloo Island is 35 miles from Fort Drum and 37 miles from the weather radar in Montague. So now, Mr. Habig believes that he has exhaustively addressed the concern.

Mr. Scee spoke about a recent news report that all wind project should be banned and said that they should be judged on their own merits and not throw a blanket on all of them.

Mr. Jennings asked Mr. Habig about the Article 10 timeline. Mr. Habig said that they submitted their application on September 25. On November 27 he received a letter identifying deficiencies and indicated that they are working on a response for those deficiencies.

Mr. Habig said that he will write a letter to the IDA about the application and it will address concerns/issues the board expressed previously.

**UTEP** – Mr. Converse said that he will schedule a board working session in mid-January to continue discussion on the proposed UTEP. Mr. Warneck suggested board members submit their questions/concerns ahead of time so staff can compile them for the working session.

**VIII. New Business:**

1. **Convergys Property Management Maintenance Agreement with WICLDC** – It was noted that there were no changes since last year’s agreement. After review and discussion, a motion was made by Mr. Walldroff to approve the agreement, seconded by Mr. Warneck. All in favor. Carried.

On a separate note, Mr. Alexander indicated that he has started lease negotiations with Convergys within the specified time period in the current lease.

2. **Resolution Number 12.07.2017.03 to apply for EDA Grant for Business Complex at Watertown International** – After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Johnson. All in favor. Carried.

**IX. Counsel:** None.

- X. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Jennings. All in favor. The meeting adjourned at 9:43 a.m.

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 12.07.2017.01**

**RESOLUTION FOR AUTHORIZING A MODIFICATION TO THE REVOLVING  
LOAN TO WRIGHT BROTHERS, LLC**

**WHEREAS**, Wright Brothers, LLC has requested a six-month principal moratorium, and

**WHEREAS**, the current balance on the \$241,343 loan made in 2012 is \$209,170 as of 11/30/17, and

**WHEREAS**, on November 16, 2017, the Watertown Local Development Corporation as lead agency approved the request, and


**WHEREAS**, Staff recommended a six month principal moratorium retroactive to August 1, 2017 until January 1, 2018, and

**WHEREAS**, on November 28, 2017 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and agreed to move the request to the full Board of Directors, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approved staff's recommendation for the modification request and that all terms and conditions of the original loan remain in effect, 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.

  
\_\_\_\_\_  
Donald C. Alexander  
CEO

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 12.07.2017.02**

**RESOLUTION FOR AUTHORIZING A MODIFICATION TO THE MICRO  
ENTERPRISE LOAN TO  
TASTE OF DESIGN**

**WHEREAS**, Amanda A. Derouchie as 51% owner and Michael J. Chavoustie as 49% owner are borrowing \$75,000 from the North Country Alliance (NCA) to payoff Community Bank, which will put the JCIDA in a first position on the outstanding loan that has a balance of \$24,891, and

**WHEREAS**, In order to approve the loan, NCA has requested that JCIDA agree to a Co-Proportional first position on the Mortgage and Assignment of Rents and Leases, and

**WHEREAS**, The JCIDA loan has a balloon payment that was due 4/1/17; however, due to the delinquency at that time collection was not feasible, and

**WHEREAS**, A request for an extension of the balloon payment to be coterminous with the NCA Loan at 12/1/2022, and

**WHEREAS**, Staff has reviewed the requests and recommends approval to the Loan Review Committee as well as requiring the personal guarantee of Amanda A. Derouchie, and

**WHEREAS**, on November 28, 2017 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed the requests and recommended approval to the full Board of Directors, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves the requests and that all other terms and conditions of the original loan commitment remain in effect, 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.



\_\_\_\_\_  
Donald C. Alexander  
Chief Executive Officer

**Jefferson County Industrial Development Agency  
Resolution Number 12.07.2017.03**

**For authorization to apply for grant funding  
From the  
U.S. Department of Commerce Economic Development Administration  
Public Works Program  
To support development of  
The Business Complex at Watertown International**

**WHEREAS**, there is a need for shovel-ready sites to attract and grow new business development in Jefferson County; and

**WHEREAS**, the Jefferson County Industrial Development Agency (JCIDA) wishes to develop a new business park, to be known as the “Business Complex at Watertown International” (The Site), on land it owns adjacent to the Watertown International Airport; and

**WHEREAS**, the project is identified as a priority project in Jefferson County’s Comprehensive Economic Development Strategy (CEDS) while also advancing the goals of the North Country Regional Economic Development Council; and

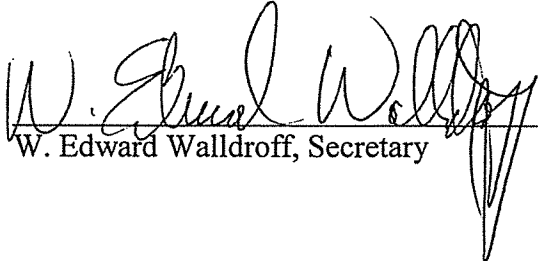
**WHEREAS**, the JCIDA is in need of additional funding in order to execute its shovel-ready plan and install the infrastructure necessary to allow new business development at The Site; and

**WHEREAS**, the project is eligible for funding through the U.S. Department of Commerce, Economic Development Administration (EDA); now therefore be it

**RESOLVED**, that this Agency apply to the EDA’s Public Works program for up to \$2,500,000 in funding, and commits the resources identified in the application’s project budget; and be it also

**RESOLVED**, that the Chief Executive Officer or his designee take all necessary action on behalf of the Corporation in filing and completing an application for the aforementioned grant and such other actions as he may deem necessary.

This resolution shall take effect immediately.

  
W. Edward Walldroff, Secretary