

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

Notice of Board Meeting

Date: June 28, 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 Industrial Development Agency will hold a Board Meeting on **Thursday, July 12, 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 at your earliest convenience.

pss

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

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BOARD MEETING
Thursday, July 12, 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 June 7, 2018**
- V. Treasurer's Report – as of June 30, 2018**
- VI. Committee Reports**
 - a. Loan Review Committee**
 - i. Resolution Number 07.12.2018.01 for Wright Brothers, LLC**
- VII. Unfinished Business**
- VIII. New Business**
 - 1. Consider 2018-2019 Convergys Property Maintenance Agreement with WICLDC**
 - 2. Consider Resolution Number 07.12.2018.02 to adopt Records Retention and Disposition Schedule MI-1**
 - 3. Consider Resolution Number 07.12.2018.03 to appoint Records Management Officer**
 - 4. Consider Resolution Number 07.12.2018.04 to release preferential right of acquisition of property in Carthage, NY**
- IX. Counsel**
 - 1. Bond Schoeneck & King (representing Car-Freshner Corporation) request in regards to Lundy Bus Garage Project**
- X. Adjournment**

**Jefferson County Industrial Development Agency
Board Meeting Minutes
June 7, 2018**

DRAFT

The Jefferson County Industrial Development Agency held a board meeting on Thursday, June 7, 2018 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Also Present: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Donald DiMonda, Francis Tom Iorizzo, Daniel Samann (CEO/General Counsel for Car-Freshner), and Marcus Wolf from the Watertown Daily Times

Excused: None

Absent: None

- I. **Call to Order:** Mr. Converse called the meeting to order at 8:46 a.m.
- II. **Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. **Minutes:** Minutes of the regular meeting held May 3, 2018 were presented. A motion to approve the minutes as presented was made by Ms. L’Huillier, seconded by Mr. Jennings. All in favor, except for Mr. Aliasso who abstained because he was not present at the meeting. Carried.
- IV. **Treasurer’s Report:** Mr. Aliasso reviewed the financials for the period ending May 31, 2018 along with the delinquent loans. After discussion, a motion was made by Mr. Aliasso to accept the financial report of May 31, 2018 as presented, seconded by Mr. Johnson. All in favor. Carried.
- V. **Committee Reports:**
 - a. **Finance Committee**
 - i. **2018-2019 Proposed Budget** – Mr. Jennings said that the Finance Committee met on May 29, 2018 to review the proposed budget. The only change from the committee was to decrease the RLF bad debt expense from \$250,000 to \$210,000. After review, a motion was made by Mr. Jennings to adopt the budget as presented, seconded by Mr. Aliasso. All in favor. Carried.
- VI. **Unfinished Business:**
 - **UTEP** – Mr. Aliasso reminded staff and board members that a governance committee still needs to be scheduled to review and discuss the clawback/recapture policy as it relates to the newly adopted UTEP. Mr. Converse asked Ms. Sampson to schedule the meeting.
 - **APEX** – Since the Loan Review Committee has not met for the last several months, Mr. Aliasso wanted to know the status of the NDA. Attorney Russell said that it has been going back and forth at this point. Mr. Zembiec indicated that a meeting will be scheduled later this month with all of the taxing jurisdictions.

VII. New Business:

1. **Real Property Acquisition Guidelines** – During review of the proposed guidelines, Mr. Warneck felt that they should have stronger language and reference the General Municipal Law Section 892 to make sure we are in compliance. Board members agreed; therefore, a motion was made by Mr. Warneck to amend the guidelines as suggested, seconded by Mr. Walldroff. Counsel will amend the document by adding the GML Section 892 to *Article II Application of Guidelines*. A motion was made by Mr. Warneck to adopt the amended guidelines, seconded by Mr. Walldroff. All in favor. Carried.
2. **Extension of Credit to Board Members and Officers** – A motion was made by Mr. Aliasso to approve the policy as presented, seconded by Mr. Jennings. All in favor. Carried.
3. **Little Sisters Inn** – Mr. Eaton shared pictures of inventory that he and Ms. Sampson had taken several years ago. Mr. Eaton said that the letter received from the building owner, Jon A. Murdock, expressed his interest in purchasing the equipment for \$1,000. However, Mr. Eaton said that he recently received an email telling the IDA to make arrangements to remove the equipment. Attorney Russell said that Mr. Murdock cannot force us to remove the equipment and said that we can abandon the equipment because it is not in our possession. Mr. Eaton still feels that Mr. Murdock will purchase the equipment for \$1,000. After discussion, a motion was made by Mr. Aliasso to have staff negotiate the best deal, seconded by Mr. Walldroff. All in favor. Carried.

VIII. Counsel:

1. **Opal Development, LLC v. JCIDA (First Student)** –

Executive Session – At 9:22 a.m. a motion was made by Mr. Warneck to enter into executive session to discuss pending litigation, seconded by Mr. Johnson. Staff, Board Members, JCLDC Board Member Donald DiMonda and Counsel remained.

At 9:23 a.m. a motion was made by Mr. Warneck to withdraw his motion to go into executive session because Daniel Samann, CEO/General Counsel for Car-Freshner Corporation, was identified and wanted to speak to board members, seconded by Mr. Johnson. The regular board meeting continued.

Daniel Samann, CEO/General Counsel for Car-Freshner Corporation – Mr. Samman started out by saying that he appreciates what the JCIDA does for the community. He asked to speak to board members regarding their nuanced position of the First Student Bus Garage addressed at the April 5th board meeting. He said that he would like the board to issue a statement clarifying the original approval on April 5th for the building's design and elevations; since Mike Lundy is making statements that the IDA approved the use which is causing confusion even with the Town of Watertown Board. He pointed out that Mike Lundy's new plans for the project now include a fueling station, which he says is not a permitted use in the covenants, and maintenance on the buses.

Mr. Walldroff asked Mr. Samman if his biggest concern is the fueling station. Mr. Samman said no, that the traffic is his biggest concern.

**Jefferson County Industrial Development Agency
Board Meeting Minutes
June 7, 2018**

Mr. Warneck said that he has reviewed the covenants and indicated that the IDA did what they were suppose to do by receiving the building plans and approving them. He said the county road would fall under the Town's review under SEQR for addressing traffic concerns.

Opal Development, LLC v. JCIDA (First Student) –

Executive Session – At 9:40 a.m. a motion was made by Mr. Warneck to enter into executive session to discuss pending litigation, seconded by Mr. Johnson. Staff, Board Members, JCLDC Board Member Donald DiMonda, and Counsel remained.

At 10:15 a.m. a motion was made by Mr. Aliasso to leave executive session and reconvene the regular board meeting, seconded by Mr. Warneck.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Johnson, seconded by Mr. Walldroff. All in favor. The meeting adjourned at 10:16 a.m.

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 07.12.2018.01**

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

WHEREAS, Wright Brothers, LLC has requested a one-year interest moratorium, and

WHEREAS, the current balance on the \$241,343 loan made in 2012 is \$208,429.81 as of June 30, 2018, and

WHEREAS, on June 21, 2018, the Watertown Local Development Corporation as lead agency approved the following:

Note and mortgage modification, capitalizing the interest due for 4/1, 5/1, 6/1, and 7/1/2018. The balance would then be amortized over 15 years with a 5-year maturity date. The interest rate would be as follows: 0% Year 1, 1% Year 2, 2% Year 3, 3% Year 4, and 4% Year 5. Contingency on Wright Brothers, LLC changing to a commercial real estate firm to list the Bruce M. Wright Memorial Conference Center, and

WHEREAS, Staff recommends the approval of the Watertown Local Development Corporation recommendation, and

WHEREAS, on June 26, 2018 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and agreed to move staff's recommendation 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 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

DRAFT

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 07.12.2018.02**

**RESOLUTION TO ADOPT RECORDS RETENTION AND DISPOSITION SCHEDULE
MI-1**

RESOLVED, By the Board of Directors of the Jefferson County Industrial Development Agency that Records Retention and Disposition Schedule MI-1, issued pursuant to Article 57-A of the Arts and Cultural Affairs Law, and containing legal minimum retention periods for local government records, is hereby adopted for use by all officers in legally disposing of valueless records listed therein.

FURTHER RESOLVED, that in accordance with Article 57-A:

- a) Only those records will be disposed of that are described in Records Retention and Disposition Schedule MI-1 after they have met the minimum retention periods described therein;
- b) Only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimum periods.

David J. Converse
Chairman

DRAFT

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 07.12.2018.03**

RESOLUTION TO APPOINT RECORDS MANAGEMENT OFFICER

RESOLVED, By the Board of Directors of the Jefferson County Industrial Development Agency that Peggy Sampson is appointed as the Records Management Officer.

David J. Converse
Chairman

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 07.12.2018.04**

**RESOLUTION TO RELEASE PREFERENTIAL RIGHT OF ACQUISITION OF
PROPERTY IN CARTHAGE, NY**

WHEREAS, Mohawk, Adirondack & Northern Railroad wishes to sell an approximately 2.4 acre parcel of property in Carthage, NY to RAILSTARUSA for use in its tourist business. The parcel is not part of an abandoned rail line and contains no railroad track, and

WHEREAS, Under Section 18 of New York's Transportation Law, GM&V requests either: (1) notification from the Commissioner of the New York State Department of Transportation that the property does not constitute "abandoned railroad transportation property" and that the preferential right of acquisition granted does not apply; or (2) the Commissioner's release of such preferential right, and

WHEREAS, the New York State Department of Transportation is asking if the Agency has any interest in acquiring part or the entire property for public use, and

WHEREAS, Staff recommends releasing preferential consideration for the Agency, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it hereby releases the Agency's preferential consideration for the approximately 2.4 acres located in Carthage, NY, 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