

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: July 19, 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

The Jefferson County Industrial Development Agency will hold a Board Meeting on Thursday, August 2, 2018 at 9:30 a.m. at the Wellesley Island Rift Camp.

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

Wellesley Island Rift Camp

Thursday, August 2, 2018 - 9:30 a.m.

AGENDA

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes of the Meeting of July 12, 2018**
- V. Treasurer's Report – as of July 31, 2018**
- VI. Committee Reports**
- VII. Unfinished Business**
 - 1. Little Sisters Inn**
- VIII. New Business**
- IX. Counsel**
 - 1. Opal Development LLC v. JCIDA**
- X. Adjournment**

**Jefferson County Industrial Development Agency
Board Meeting Minutes
July 12, 2018**

The Jefferson County Industrial Development Agency held a board meeting on Thursday, July 12, 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, Joy Nuffer (left at 9:10 a.m.), Peggy Sampson (arrived at 9:10 a.m.), Marshall Weir, Jay Matteson, Joseph Russell, Esq., Kent Burto, Greg Gardner, Alyssa Preston (Car-Freshner Legal Staff), and Marcus Wolf from the Watertown Daily Times

Excused: None

Absent: None

- I. **Call to Order:** Mr. Converse called the meeting to order at 8:55 a.m.
- II. **Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. **Minutes:** Minutes of the regular meeting held June 7, 2018 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Jennings. All in favor. Carried.
- IV. **Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending June 30, 2018 along with the delinquent loans. After discussion, a motion was made by Mr. Aliasso to accept the financial report of June 30, 2018 as presented, seconded by Mr. Walldroff. All in favor. Carried.
- V. **Committee Reports:**

Ms. Sampson entered the meeting; Mrs. Nuffer left the meeting.

a. Loan Review Committee

- i. **Resolution Number 07.12.2018.01 for Wright Brothers, LLC** – Mr. Alexander said that he spoke with Mr. Rutherford who indicated that Bruce Wright had not yet hired a commercial realtor which is a contingency of the loan modification. Board Members asked staff to arrange to have Bruce Wright and Don Rutherford attend the next loan review meeting. After review and a brief discussion, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Aliasso. All in favor. Carried.

VI. Unfinished Business:

1. **Bond Schoeneck & King (representing Car-Freshner Corporation) request in regards to Lundy Bus Garage** – Mr. Alexander spoke about the correspondence in the board packet in regards to the Agency's alleged failure to comply with the open meetings law. Mr. Alexander said that Attorney Russell drafted a response and was looking for approval since it is board correspondence. Attorney Russell said that he drafted the response to be signed by Don Alexander since the letter was addressed to him. Attorney Russell briefly explained

what happened at the June 7th board meeting. He said that Mr. Warneck made a motion to go in to executive session, at which time a Car-Freshner representative was identified and allowed to speak; therefore, Mr. Warneck withdrew his motion. After the Car-Freshner representative spoke, Mr. Warneck made another motion to go in to executive session to discuss litigation brought on by Opal Development, LLC. He said that after the meeting statements were made to the press and others and it was assumed that the board was responding to certain things during executive session. However, Attorney Russell said that no board actions were taken in executive session and therefore no violation of the open meetings law. He said issues were the same.

2. **Little Sisters Inn** – Mr. Aliasso asked about the status of the equipment. Mr. Eaton said no progress has been made since the last board meeting. Attorney Russell reiterated that the Agency is not obligated to do anything.

Mr. Gardner left the meeting at 9:30 a.m.

3. **Lundy – First Student** – Mr. Alexander said that staff received updated plans yesterday that included the fueling station and a slight increase in the size of the footprint. Mr. Alexander said that Mr. Lundy thought that it would be appropriate for the board to look at the updated plans because of the fueling station. Attorney Russell said that if the board does not take action, then the plans are deemed approved after 90 days. After discussion, a motion was made by Mr. Walldroff to approve the building design and specifications as presented, seconded by Mr. Jennings. All in favor. Carried.
4. **Ag Park** – Mr. Warneck said that he read through the agreement and thinks the development concept of the park should be done now before development occurs. That way allowable uses are already in place. He mentioned a planned development district (PDD), but it was noted that the Town of Watertown is not using it.
5. **Apex** – Mr. Aliasso responded to a letter from Apex that was distributed at the start of the meeting. He was looking for guidance as to whether the loan review committee would continue working on the proposed project. Attorney Russell said that there is no action to be taken while the developer negotiates with the affected taxing jurisdictions, and that it is appropriate for the project to remain with the loan review committee for now.

Mr. Zembiec reported that staff has been meeting with the affected taxing jurisdictions and is moving along at their pace.

Mr. Warneck cited 492 of the GML and was wondering if the project needs a variance and what they need to comply with local zoning. Attorney Russell said that he would look into it.

VII. New Business:

1. **2018-2019 Convergys Property Maintenance Agreement with WICLDC** – Mr. Alexander indicated that there were no changes from the previous year. After review, a motion was made by Mr. Aliasso to approve the agreement as presented, seconded by Mr. Walldroff. All in favor. Carried.

**Jefferson County Industrial Development Agency
Board Meeting Minutes
July 12, 2018**

2. **Resolution Number 07.12.2018.02 to adopt Records Retention and Disposition Schedule MI-1** – After review and a brief discussion, a motion was made by Mr. Warneck to adopt the attached resolution, seconded by Mr. Aliasso. All in favor. Carried.
3. **Resolution Number 07.12.2018.03 to appoint Records Management Officer** – After review and a brief discussion, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Aliasso. All in favor. Carried.
4. **Resolution Number 07.12.2018.04 to release preferential right of acquisition of property in Carthage, NY** – After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Warneck. All in favor. Carried.

Executive Session – At 10:15 a.m. a motion was made by Mr. Warneck to enter into executive session to discuss personal financials of a particular company, seconded by Mr. Aliasso. Staff, Board Members, and Counsel remained.

At 10:26 a.m. a motion was made by Mr. Aliasso to leave executive session and reconvene the regular board meeting, seconded by Mr. Warneck.

VIII. Counsel: None.

IX. Adjournment: With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Mr. Johnson. All in favor. The meeting adjourned at 10:27 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

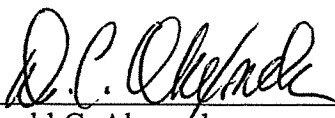
WHEREAS, Staff recommends the approval of the Watertown Local Development Corporation recommendation, and

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

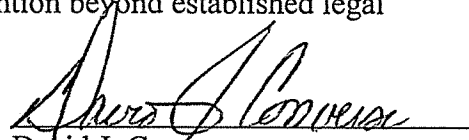
JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 07.12.2018.02

**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

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