

**Jefferson County Industrial Development Agency
Special Board Meeting Minutes
July 19, 2022**

The Jefferson County Industrial Development Agency held a special board meeting on Tuesday, July 19, 2022 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: John Jennings, David Converse, Chair, Paul Warneck, W. Edward Walldroff, Lisa LøHuillier

Excused: William Johnson, Robert E. Aliasso, Jr.

Absent: None

Also Present: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Jay Matteson, Denise Young

Zoom: Justin Miller, Esq., Tim Fitzgerald, Esq. (Harris Beach)

- I. Call to Order:** Vice Chairman Jennings called the meeting to order at 8:00 a.m.
- II. Pledge of Allegiance**
- III. Special Business:**
 - 1. YMCA – Amended and Restated Ground Lease** – Attorney Fitzgerald said that they took the existing lease and amended it to include additional provisions related to the YMCA’s construction and indemnification of the Agency. He said that there is an issue with the leasehold section that the YMCA attorney is reviewing. He said it could result in a simple amendment or approval of a separate document and indicated that it is nothing to be concerned about. He noted that the YMCA’s construction lender, M&T Bank, wants as much protection as possible and indicated that the IDA can only provide so much.

Attorney Fitzgerald said that the City of Watertown Mayor signed the deed documents last night which gives us title for the parcel to construct the pool.

Attorney Fitzgerald addressed insurance and assumed that it is in place from the exiting lease. He said that it should cover the builders risk policy. He said that he will make sure it’s in place and that it is sufficient. Ms. Young and Mr. Zembiec indicated that it is in place. Attorney Fitzgerald said that he will review the certificate and make sure the IDA is listed as additional insured on all policies.

Mr. Walldroff asked about the IDA’s liability over the 30-year period (i.e. injury lawsuit). Attorney Miller said that attorney’s name everybody, but the IDA will be backed up by the YMCA’s insurance company if we are named. He said that the YMCA will be on the hook for excess coverage as well.

Mr. Jennings wanted to make sure the IDA will not be responsible for anything going forward and up to the 30-year termination. Mr. Zembiec said yes. Ms. Young said there is good communication in place and said that the YMCA is aware of their responsibilities.

**Jefferson County Industrial Development Agency
Special Board Meeting Minutes
July 19, 2022**

Mr. Warneck asked Ms. Young when the market tax credits will be announced. Ms. Young didn't have a definitive date, but thinks it will be this fall. Mr. Walldroff pointed out that the amended lease has language in it that addresses the paydown of the \$500,000. Ms. Young said that they will continue to look to lower costs wherever possible.

Mr. Jennings asked about the city parking lot. Ms. Young said that it will remain a city parking lot. Mr. Jennings asked if there are any issues with Washington Street Properties. Ms. Young said no.

After discussion, a motion was made by Mr. Converse to approve the amended and restated ground lease, seconded by Mr. Walldroff. Roll call vote: Mr. Converse ó Yea, Mr. Walldroff ó Yea, Mr. Aliasso ó Absent, Mr. Jennings ó Yea, Mr. Warneck ó Yea, Mr. Johnson ó Absent, Ms. LøHuillier ó Yea. Carried.

- IV. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Ms. LøHuillier. The special meeting adjourned at 8:18 a.m.

Respectfully submitted,
Peggy Sampson