

**Jefferson County Civic Facility Development Corporation  
Board Meeting Minutes  
August 10, 2023**

The Jefferson County Civic Facility Development Corporation held their board meeting on Thursday, August 10, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** None

**Absent:** None

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Robin Stephenson, Sandy Torres (Channel 7 News)  
**Zoom:** Justin Miller, Esq. (Harris Beach), Craig Fox (Watertown Daily Times)

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:53 a.m.
- II. Minutes:** Minutes of the meeting held May 4, 2023 were presented. A motion to approve the minutes as presented was made by Mr. Converse, seconded by Mr. Condino. All in favor. Carried.
- III. Treasurer’s Report:** Mr. Warneck reviewed the financials for the income statement and balance sheet for the periods ending May 31, 2023, June 30, 2023 and July 31, 2023. He said there were no transactions during the three-month time period. The balance is \$12,486.22. A motion was made by Ms. L’Huillier to accept the financial reports as presented, seconded by Mr. Walldroff. All in favor. Carried.
- IV. Committee Reports:** None.
- V. Unfinished Business:** None.

**Recess**

At 8:55 a.m. a motion was made by Mr. Warneck to recess the meeting for an update by Hari Achuthan (Convalt Energy) in the JCIDA meeting, seconded by Mr. Walldroff. All in favor.

**Reconvene**

At 9:20 a.m. a motion was made by Mr. Warneck to reconvene the meeting, seconded by Mr. Converse. All in favor.

Chairman Aliasso recused himself and left the meeting because he is on the Samaritan board.

**VI. New Business:**

- 1. Authorizing Resolution No. 08.10.2023.01 for Samaritan Senior Village, Inc. – 2023 Bond Reissuance** – Attorney Miller provided background. The original bond was made in 2012 and had adjustments to the terms which prompted a reissuance in 2021 for a rate change. He said they are working with M&T Bank (holder of the Bond) for covenant changes and a rate change. He said Samaritan Senior Village, Inc. (SSV) is requesting

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authorization for a reissuance to undertake an amendment transaction. He said the board needs to discuss the reissuance fee of \$56,000 which SSV is requesting to be waived or reduced. The fee schedule is \$750 annually, with a \$750 increase every five years, which in this case is then capped at \$2,500. Mr. Zembiec said that he is suggesting adding to the annual administrative fee rather than an upfront fee. SSV pays all legal costs for the transaction. After discussion, board members agreed to cap the annual administrative fee at \$3,000 (increase of \$500/year) and waive the reissuance fee. A motion was made by Mr. Converse to approve the revised fee as stated above, seconded by Ms. L'Huillier. All in favor. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. Roll call vote. Mr. Aliasso – Absent, Mr. Condino – Yea, Mr. Converse – Yea, Mr. Johnson – Yea, Ms. L'Huillier -Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

- VII. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Converse, seconded by Mr. Condino. All in favor. The meeting adjourned at 9:27 a.m.

Respectfully submitted,

*Peggy Sampson*

## **AUTHORIZING RESOLUTION**

*(Samaritan Senior Village, Inc. Project – 2023 Bond Reissuance)*

### **Resolution Number 08.10.2023.01**

A regular meeting of the Jefferson County Civic Facility Development Corporation was convened in public session on Thursday, August 10, 2023, at 9:00 a.m., local time, at 800 Starbuck Avenue, Watertown, New York.

On motion duly made by Paul Warneck and seconded by David Converse, 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 (THE “ISSUER”) AUTHORIZING (i) THE AMENDMENT OF TERMS FOR AND REISSUANCE OF THE ISSUER’S TAX-EXEMPT MULTI-MODAL REVENUE BONDS (SAMARITAN SENIOR VILLAGE, INC. PROJECT), SERIES 2012, AND (ii) EXECUTION OF RELATED FINANCING DOCUMENTS AND REISSUANCE DOCUMENTS.

WHEREAS, on October 31, 2012, the Jefferson County Civic Facility Development Corporation issued its \$28,145,000 original principal amount Tax-Exempt Multi-Modal Revenue Bonds (Samaritan Senior Village, Inc. Project), Series 2012 (the “Series 2012 Bonds”) to finance a project (the “Project”) for the benefit of Samaritan Senior Village, Inc. (the “Institution”) consisting of (A)(1) the acquisition by the Institution of an interest in an approximately 17.7-acre parcel of land (the “Land”) located at 22691 Summit Drive in the Town of Watertown, Jefferson County, New York, (2) the construction on the Land of (a) an approximately 108,400 square foot skilled nursing facility (the “Nursing Facility”) that will serve elderly and disabled residents in need of 24-hour a day nursing and personal care assistance; and (b) an approximately 37,137 square foot commons area (the “Commons Facility” and, together with the Nursing Facility, the “Facility”) as part of an approximately 193,000 square foot senior care community that will also include an approximately 84,933 square foot 120-bed assisted living facility; (3) the acquisition and installation in the Facility of certain machinery, furnishings and equipment (the “Equipment” and, together with the Land and the Facility, the “Project Facility”); (B) the funding of a debt service reserve fund, if any, to secure the Series 2012 Bonds; and (C) the financing of all or a portion of the costs of the foregoing by the issuance of the Series 2012 Bonds; and

WHEREAS, the Series 2012 Bonds were issued pursuant to the terms of a certain Trust Indenture, dated as of October 1, 2012 (the “Original Indenture”), entered into by and between the Issuer and US Bank National Association (the “Trustee”); and

WHEREAS, pursuant to the terms of a certain Loan Agreement, dated as of October 1, 2012, between the Issuer and the Institution (the “Loan Agreement”), the Issuer loaned the proceeds from the sale of the Series 2012 Bonds to the Institution in order to finance the costs of the Project Facility; and

WHEREAS, as security for the Series 2012 Bonds, the Issuer assigned to the Trustee certain of the Issuer's rights under the Loan Agreement, including the right to receive loan payments and other amounts payable thereunder, pursuant to a certain Pledge and Assignment, dated as of October 1, 2012 from the Issuer to the Trustee (the "Pledge and Assignment"); and

WHEREAS, pursuant to a certain Bond Purchase and Building Loan Agreement, dated as of October 1, 2012 (the "Bond Purchase Agreement"), by and among the Institution, the Issuer and M&T Bank (the "Bank"), as initial purchaser of the Series 2012 Bonds, the Bank purchased the Series 2012 Bonds and advanced the proceeds thereof to the Trustee, on behalf of the Issuer, from time to time to pay the costs of the Project; and

WHEREAS, on September 2, 2021, the Institution submitted an Application for Financial Assistance (the "2021 Application") to the Issuer requesting the Issuer's consideration and approval of the reissuance of the Series 2012 Bonds (the "2021 Reissuance") to, among other things, modification of the interest rate, the terms upon which the Bonds may be redeemed or prepaid prior to maturity, and the date upon which the Bank will tender the Bonds for purchase by the Institution (the "2021 Modification"); and

WHEREAS, in connection with the 2021 Modification, the Issuer, the Institution, the Bank and the Trustee executed and delivered, including, but not limited to, the following documents: (i) that certain Amendment to Financing Documents, dated as of October 1, 2021, by and among the Issuer, the Trustee, the Institution and the Bank; (ii) that certain Mortgage Modification Agreement, dated as of October 1, 2021, by and among the Institution, the Issuer and the Trustee; (iii) that certain Amended and Restated Series 2012 Bond; (iv) that certain Reissued Tax Regulatory Agreement, dated October 1, 2021, from the Institution to and for the benefit of the Issuer and the Trustee; and (v) related documents (collectively, the "2021 Financing Documents" and, together with the Indenture, the Loan Agreement and the Bond Purchase Agreement, the "Original Financing Documents"); and

WHEREAS, the Series 2012 Bonds currently bear interest at the Bank Loan Rate (as defined in the Indenture, as amended), which uses the "Cost of Funds" rate ("COF") as more particularly defined in the Indenture, as amended, as the rate for determining the interest payable on the Series 2012 Bonds; and

WHEREAS, in connection with certain covenant requirements contained within the Original Financing Documents, the Institution and the Bank have agreed to enter into a certain forbearance and modification agreement, conditioned upon, among other things, the amendment to certain provisions of the Original Financing Documents; and

WHEREAS, the Institution has submitted an Application for Financial Assistance (the "2023 Application") to the Issuer requesting the Issuer's consideration and approval of: (i) the reissuance of the Series 2012 Bonds to allow for, among other things, modification of the interest rate, certain financial covenants and related changes and (ii) the amendment, as needed, of the Original Financing Documents, to permit the replacement of the existing COF rate with SOFR (the "Secured Overnight Financing Rate", which is a rate equal to the secured overnight financing rate as administered by the Federal Reserve Bank of New York) for the Series 2012 Bonds

(collectively, the “SOFR Rate Adjustment”); and (iii) the amendment to certain security instruments relating to the Series 2012 Bonds (collectively with the SOFR Rate Adjustment, the “Modifications”); and

WHEREAS, the proposed Modifications would entail the Issuer, the Institution, the Bank and the Trustee amending the Original Financing Documents, amend and restate the Series 2012 Bonds, and to amend certain security instruments relating to the Series 2012 Bonds (collectively, the amendments being referred to herein as the “Financing Documents”); and

WHEREAS, the Issuer has been advised by its bond Counsel Harris Beach PLLC (“Bond Counsel”) that the proposed Modifications will result in a “reissuance” of the Series 2012 Bonds (the “Reissuance”) for federal income tax purposes under Section 1001 of the Internal Revenue Code of 1986, as amended (the “Code”) and the Treasury Department Regulations thereunder (the “Regulations”); and

WHEREAS, in order to “reissue” the Series 2012 Bonds, the Issuer will execute such certificates and tax forms as necessary reissue the Series 2012 Bonds as tax exempt obligations under Sections 103 and 145 of the Code (the “Reissuance Documents”); and

WHEREAS, based upon the Application and supporting materials provided by the Institution, the Issuer has identified the proposed Modifications, execution of the Financing Documents and Reissuance Documents collectively as a Type II Action, as defined pursuant to the State Environmental Quality Review Act, as codified pursuant to Article 8 of the Environmental Conservation Law and 6 NYCRR Part 617 et seq (collectively, “SEQRA”), for which no formal SEQRA review is necessary; and

WHEREAS, the Issuer desires to (i) accept the 2023 Application submitted by the Institution, (ii) approve the amount of administrative fee payable by the Institution to the Issuer in connection with the Reissuance, if any, (iii) authorize and approve the Modifications and Reissuance; and (iv) authorize the execution and delivery of the Financing Documents and Reissuance Documents.

NOW, THEREFORE, BE IT RESOLVED BY THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby accepts the 2023 Application submitted by the Institution in connection with the Modifications and Reissuance. The Issuer hereby authorizes the imposition of an administrative fee in connection with same of an additional \$500.00 per year under the Loan Agreement, as amended (the “Administrative Fee”).

Section 2. The Issuer hereby finds that the proposed Modifications, execution of the Financing Documents and Reissuance Documents collectively as a Type II Action, as defined pursuant to the State Environmental Quality Review Act, as codified pursuant to Article 8 of the Environmental Conservation Law and 6 NYCRR Part 617 et seq (collectively, “SEQRA”), for which no formal SEQRA review is necessary.

Section 3. The Issuer hereby authorizes the Modifications and Reissuance and authorizes Harris Beach PLLC, as the Issuer's General and Bond Counsel, to work with the Institution, Bank and Trustee to finalize the Financing Documents and Reissuance Documents and assist the Issuer with the Reissuance and documentation thereof pursuant to the Financing Documents and Reissuance Documents. The undertaking of the Reissuance and execution of the Financing Documents and Reissuance Documents shall be contingent upon the Institution's payment of the Administrative Fee and all costs and fees of the Issuer incurred in connection with the foregoing.

Section 4. The Chief Executive Officer, Chairman, Vice Chairman and Secretary of the Issuer (each, an "Authorized Officer") are each hereby authorized, on behalf of the Issuer, to execute and deliver one or more amendments to the Series 2012 Bonds and the Financing Documents and Reissuance Documents, and/or amend and restate the Series 2012 Bonds, Financing Documents and Reissuance Documents, and to execute and deliver all documents necessary and incidental thereto, all in the form and substance as approved by an Authorized Officer of the Issuer and counsel to the Issuer. The execution of such documents by an Authorized Officer of the Issuer shall constitute conclusive evidence of the Issuer's approval.

Section 5. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things, and to execute and deliver all such additional certificates, instruments and documents, 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 Bonds, the Financing Documents, as amended, and the Reissuance Documents. None of the officers, members, directors, employees, representatives, or agents of the Issuer, however, shall have any personal liability under the Series 2012 Bonds or the Financing Documents or Reissuance Documents.

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 Chief Executive Officer 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 Chief Executive Officer.

Section 8. All other documents entered into in connection with the Series 2012 Bonds shall remain in full force and effect.

Section 9. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.			X	
John J. Condino	X			
David J. Converse	X			
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.



STATE OF NEW YORK     )  
COUNTY OF JEFFERSON ) SS:

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

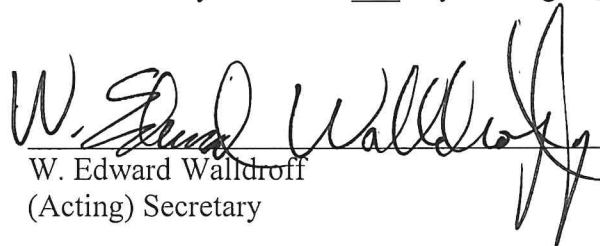
That I have compared the annexed extract of minutes of the meeting of Jefferson County Civic Facility Development Corporation (the "Corporation"), including the resolution contained therein, held on August 10, 2023, with the original thereof on file in my office, and that the same is a true and correct 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 relates 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 this 10<sup>th</sup> day of August, 2023.

  
W. Edward Walldroff  
(Acting) Secretary