

**Jefferson County Civic Facility Development Corporation
Board Meeting Minutes
November 7, 2024**

The Jefferson County Civic Facility Development Corporation held its board meeting on Thursday, November 7, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: W. Edward Walldroff

Absent: None

Also Present: Marshall Weir, Jay Matteson, Lyle Eaton, Peggy Sampson, Robin Stephenson, Ryan Piche (Jefferson County Administrator), Craig Fox (Watertown Daily Times), Chad Charette (7 News)
Zoom: Justin Miller, Esq, (Harris Beach), Courtney Frank and Kati Jock (Advocate Hostels Holding - Citizen Advocates)

- I. Call to Order:** Chairman Aliasso called the meeting to order at 9:43 a.m.
- II. Minutes:** Minutes of the meeting held on October 3, 2024 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 period ending October 31, 2024. He reported that we received an application fee. A motion was made by Ms. L’Huillier to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.
- IV. Committee Reports:** None.
- V. Unfinished Business:** None.
- VI. New Business:**

1. Official Intent Resolution No. 11.07.2024.01 for Advocate Hostels Holding –

Ms. Frank said that Citizen Advocates purchased and renovated the facility located at 650 State Street in Watertown which opened in May 2023. She said it is their Watertown Behavioral Health Urgent Care Campus that has been serving folks throughout Jefferson County and specifically in Watertown for urgent mental health and addiction needs since May of 2023. She said the facility is open 24/7/365 for when folks need to speak with someone or stay overnight. She said that they were super excited about coming into the community. She said they are coming to us for a tax-exempt bond for financing through their local bank (Community Bank) to replenish funds that they paid for the construction and renovation of the building.

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Chairman Aliasso read the purpose of the resolution which is to take official action toward the issuance of up to \$4,400,000 in refinancing all or a portion of the costs of acquiring, reconstructing, renovating, equipping, repairing, and otherwise improving a facility located at 650 State Street, Watertown, NY (tax parcel 12-05-232.100, approximately 23,000 square foot facility).

A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. Discussion ensued. Mr. Warneck asked if a closing date had been established. Attorney Miller said his understanding is that they will attempt to close by the end of the year. He said that in terms of process, Community Bank previously issued them a traditional commercial loan commitment letter that is in the process of being modified to reflect this bond transaction with us which will involve a tax-exempt rate for a bank-qualified bond. He said in terms of process, this resolution today is the first step along the road. He said that our goal is to have the TEFRA hearing and indicated the need to get approval from the County itself which he will draft a resolution for the county board to adopt and then the final resolution will go before this board next month as the bond issuance and final resolution of the board. He said that assuming we line all of those steps up within the next four to five weeks, we'd be positioned to close on the financing to support the facility.

Roll call vote. Mr. Aliasso – Yea, Mr. Condino – Yea, Mr. Converse – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea, Mr. Walldroff – Absent, 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 Ms. L'Huillier. All in favor. The meeting was adjourned at 9:51 a.m.

Respectfully submitted,

Peggy Sampson

OFFICIAL INTENT RESOLUTION
(Advocate Hostels Holding, Inc. Project)

A regular meeting of the Jefferson County Civic Facility Development Corporation was convened on November 7, 2024.

The following resolution was duly offered and seconded, to wit:

Resolution No. 11.07.2024.01

RESOLUTION OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION (THE "ISSUER") (i) TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF UP TO \$4,400,000 PRINCIPAL AMOUNT OF REVENUE REFUNDING BONDS FOR THE PURPOSE OF FINANCING A CERTAIN PROJECT (AS SET FORTH BELOW) FOR THE BENEFIT OF ADVOCATE HOSTELS HOLDING, INC.; (ii) DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SUCH PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ISSUER WITH RESPECT TO SUCH PROJECT; AND (iv) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH FINANCING AND THE UNDERTAKING OF SUCH PROJECT

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter, collectively, the "Act"), and pursuant to its Certificate of Incorporation filed on April 25, 2011 (the "Certificate"), the **JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **ADVOCATE HOSTELS HOLDING, INC.** (the "Corporation"), a New York not-for-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), has submitted an application to the Issuer in connection with a certain project (the "Project"), which includes the Issuer's issuance of its tax-exempt and/or taxable revenue refunding bonds in one or more series in the aggregate principal amount not to exceed \$4,400,000 (the "Bonds") for the purpose of assisting the Corporation in refinancing all or a portion of the costs of acquiring, reconstructing, renovating, equipping, repairing and otherwise improving a facility located at 650 State Street, Watertown, New York 13601 (the "Land", comprised of approximately 1.37 acres of real property being more particularly described as tax parcel No. 12-05-232.100) and the existing improvements located thereon comprised of an approximately comprised of an approximately 23,000 square foot 1-

story facility and related exterior improvements (the “Existing Improvements”), for the purpose of the Corporation’s renovation and conversion of the Existing Improvements into a behavioral health urgent care facility to be operated by the Corporation, including building-wide interior renovations, modifications, and upgrades and exterior building improvements and site work, including roadway improvements, access and egress improvements, storm water improvements, utility improvements, signage, curbage, sidewalks, and landscaping improvements (the “Improvements”), the acquisition of and installation in and around the Existing Improvements and Improvements by the Corporation of machinery, equipment, fixtures and other items of tangible personal property (the “Equipment” and, collectively with, the Land, the Existing Improvements and the Improvements, the “Facility”), and the funding of a debt service reserve fund, if any, and certain costs associated with issuing the Bonds (collectively, the “Project Costs”); and

WHEREAS, all or a portion of the proceeds of the Bonds will be used to refinance a certain line of credit incurred by the Corporation in connection with the Corporation’s payment of costs to acquire, construct and rehabilitate the Facility; and

WHEREAS, the Issuer is contemplating providing financial assistance to the Corporation with respect to the Project (the “Financial Assistance”) in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$4,400,000, and (ii) an exemption from all mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Corporation’s obligations relating to the Bonds; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as “SEQRA”), the Issuer must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Corporation reasonably expects that it will (1) pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Bonds, (2) use funds from sources other than proceeds of the Bonds which are or will be available on a short-term basis to pay for such capital expenditures, and (3) reimburse itself for the use of such funds with proceeds of the Bonds.

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

Section 1. The Corporation has presented an application in a form acceptable to the Issuer. Based upon the representations made by the Corporation to the Issuer in the Corporation’s application, the Issuer hereby finds and determines that:

(A) By virtue of the Act and the Certificate, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act and the Certificate; and

(B) It is desirable and in the public interest for the Issuer to issue its Bonds to finance the Project Costs, together with certain related costs and amounts, in an aggregate amount presently estimated to be \$4,400,000, all in furtherance of the Issuer's purposes; and

(C) The Issuer has the authority to take the actions contemplated herein under the Act and the Certificate; and

(D) The action to be taken by the Issuer will induce the Corporation to undertake the Project, thereby bettering and maintaining job opportunities in Jefferson County, New York, and reducing the burdens of government for Jefferson County and in furtherance of the purposes of the Issuer as set forth in the Act; and

(E) Based upon the review by the Issuer of the Application submitted by the Corporation with respect to the Project, the Issuer finds that the proposed action constitutes a "Type II action" pursuant to 6 N.Y.C.R.R. § 617.5 and therefore is exempt from review under SEQRA; and

(F) The Corporation is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer.

Section 2. This resolution shall authorize the Issuer to hold a public hearing as required by Section 147(f) of the Code.

Section 3. The proposed Financial Assistance being contemplated by the Issuer includes financing a portion of the Project Costs by the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$4,400,000 and an exemption from all mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Corporation's obligations relating to the Bonds.

Section 4. The granting of the Financial Assistance, as contemplated by Paragraph 3 of this Resolution, shall be subject to:

(A) agreement by the Issuer, the Corporation and the purchaser of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; and

(B) holding a public hearing as required by Section 147(f) of the Code; and

(C) approval by the Board of Legislators of Jefferson County, New York, of the issuance of the Bonds in accordance with the provisions of Section 147(f) of the Code.

Section 5. The Corporation is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Issuer to make its final determination whether to approve the Financial Assistance, and the Corporation is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued.

Section 6. Harris Beach PLLC, as General Counsel and Bond Counsel for the Issuer, is hereby authorized to work with counsel to the Corporation and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 7. This Resolution shall constitute the adoption of “official intent” (within the meaning of the United States Treasury Regulations Section 1.150-2(d)) with respect to issuance of the Bonds and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds.

Section 8. The Chairman, Vice Chairman and/or Chief Executive Officer of the Issuer are hereby authorized and directed to distribute copies of this Resolution to the Corporation and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. This Resolution shall take effect immediately.

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

The Resolutions were thereupon duly adopted.

CERTIFICATION

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Civic Facility Development Corporation DO HEREBY CERTIFY:

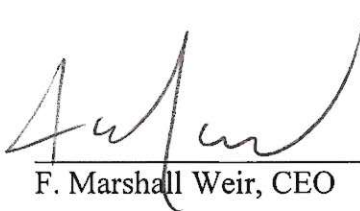
That I have compared the annexed extract of minutes of the meeting of the Jefferson County Civic Facility Development Corporation (the "Issuer"), including the resolution contained therein, held on November 7, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of the board of directors of said Issuer 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 Issuer 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 and affixed the seal of said Issuer this 7th day of November, 2024.

By: 

F. Marshall Weir, CEO