

**RESOLUTION REVOKING THE DEVELOPMENT CORPORATION CLINTON COUNTY,  
NEW YORK (F/K/A CLINTON COUNTY AREA DEVELOPMENT CORP.)  
APPOINTMENT AS PILOT MORTGAGE AGENT  
SARANAC POWER PARTNERS, L.P.**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session at The Development Corporation located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on August 6, 2018 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer
Mark Leta	Member
John VanNatten	Member

EXCUSED:

Michael E. Zurlo	Secretary
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THE FOLLOWING PERSONS WERE ALSO PRESENT:

Barbara Shute	Recording Secretary
Christopher C. Canada, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by J. VanNatten, seconded by D. Hoover, to wit:

Resolution No. 08-18-04

**RESOLUTION REVOKING THE DEVELOPMENT CORPORATION CLINTON  
COUNTY, NEW YORK (F/K/A CLINTON COUNTY AREA DEVELOPMENT CORP.)  
APPOINTMENT AS PILOT MORTGAGE AGENT IN CONNECTION WITH THE  
SARANAC POWER PARTNERS, L.P. PROJECT.**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18 A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about December 29, 1992 (the “Closing Date”), the Agency entered into an installment sale agreement dated as of December 29, 1992 (the “Installment Sale Agreement”) between the Agency and Saranac Power Partners, L.P. (the “Company”) and other related documents for the purpose of undertaking the following project (the “Project”) for the benefit of the Company: (A) (1) the acquisition of fee title to, leasehold interests in and certain easements to various parcels of real property located in the Town of Plattsburgh, Clinton County, New York (the “Land”), (2) the construction on the Land of a 240MW natural gas-fired cogeneration facility and related transmission lines and electrical energy interconnection facilities (the “Facility”) and (3) the acquisition and installation of various machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (the “Financial Assistance”); and (C) the sale of the Project Facility to the Company pursuant to the Installment Sale Agreement; and

WHEREAS, on or about December 29, 1992, the Agency acquired various interests in the Land pursuant to various conveyance documents executed on or about December 29, 1992 from the Company to the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Installment Sale Agreement, (A) the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of December 29, 1992 (the “Original Payment in Lieu of Tax Agreement”, and sometimes hereinafter referred to as the “Existing Payment in Lieu of Tax Agreement” ) by and among the Agency, the Company and The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as agent (the “Pilot Mortgage Agent”) for the Agency and the Town of Plattsburgh (the “Town”), the Beekmantown Central School District (the “School District”) and Clinton County (the “County”, and collectively with the Town and the School District, the “Taxing Entities”), pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility to the Clinton County Treasurer (the “Treasurer”) for distribution to the appropriate Taxing Entities entitled to same pursuant to the provisions of the Existing Payment in Lieu of Tax Agreement, (B) the Agency filed with the assessor and mail to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Existing Payment in Lieu of Tax Agreement, and (C) the Company and the Agency executed and delivered a pilot mortgage dated as of December 29, 1992 (the “Original Pilot Mortgage”, and sometimes hereinafter referred to as the “Existing Pilot Mortgage”) from the Agency and the Company, as mortgagor, and the Pilot Mortgage Agent, as mortgagee (the “Pilot Mortgage”), pursuant to which the Company and the Agency agreed to grant to the Pilot Mortgagee a mortgage lien on the Project Facility as security for, among other things, the obligation of the Company to make all payments and all other obligations of the Company for the benefit of the Agency and the Taxing Entities under the Original Payment in Lieu of Tax Agreement (the Installment Sale Agreement,

the Original Payment in Lieu of Tax Agreement, the Real Property Tax Exemption Form and the Original Pilot Mortgage being sometimes collectively referred to as the “Basic Documents”); and

WHEREAS, the Original Payment in Lieu of Tax Agreement was amended by a first amendment to payment in lieu of tax agreement dated as of March 1, 2009 (the “First Amendment to Payment in Lieu of Tax Agreement”), and further amended pursuant to a second amendment to payment in lieu of tax agreement dated as of December 1, 2009 (the “Second Amendment to Payment in Lieu of Tax Agreement”), and further amended pursuant to a third amendment to payment in lieu of tax agreement dated as of December 1, 2013 (the “Third Amendment to Payment in Lieu of Tax Agreement”) and further amended pursuant to a fourth amendment to payment in lieu of tax agreement dated as of December 1, 2016 (the “Fourth Amendment to Payment in Lieu of Tax Agreement” and collectively with the First Amendment to the Payment in Lieu of Tax Agreement, the Second Amendment to Payment in Lieu of Tax Agreement, the Third Amendment to Payment in Lieu of Tax Agreement and the Original Payment in Lieu of Tax Agreement, the “Existing Payment in Lieu of Tax Agreement”), each by and among the Agency, the Company, the Pilot Mortgage Agent and the Taxing Entities; and

WHEREAS, in January 2018, the Existing Payment in Lieu of Tax Agreement was amended and restated pursuant to an amended and restated payment in lieu of tax agreement dated as of January 1, 2018 (the “Amended and Restated Payment in Lieu of Tax Agreement”), by and among the Agency, the Company, the Pilot Mortgage Agent and the Taxing Entities; and

WHEREAS, pursuant to the attached request (the “Request”), the Agency now desires to revoke the Pilot Mortgage Agent’s appointment pursuant to Section 4.05 of the Amended and Restated Payment in Lieu of Tax Agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. Based upon an examination of the Request, the Agency hereby determines that the Request constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(20), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

Section 2. Pursuant to Section 4.05(b) of the Amended and Restated Payment in Lieu of Tax Agreement, the Agency further determines to revoke the appointment of The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as the Pilot Mortgage Agent, with such revocation to become effective upon the appointment of a new Pilot Mortgage Agent pursuant to the Amended and Restated Payment in Lieu of Tax Agreement and the acceptance of the duties thereunder by such new Pilot Mortgage Agent.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Request, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things 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 Agency with all of the terms, covenants and provisions of the Request binding upon the Agency.

Section 4. This Resolution shall take effect immediately.

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

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	EXCUSED
Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK            )  
  ) SS:  
COUNTY OF CLINTON         )

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 6, 2018 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of such proceedings of the Agency and of such Resolution set forth therein so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 6<sup>th</sup> day of August, 2018.

  
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Kim Murray, Assistant Secretary

STATE OF NEW YORK            )  
  ) SS:  
COUNTY OF CLINTON         )

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I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 6<sup>th</sup> day of August, 2018.

  
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Kim Murray, Assistant Secretary

REQUEST

- SEE ATTACHED -

**Zeigler, Nadene**

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**From:** Barbara J. Shute <bjshute@thedevelopcorp.com>  
**Sent:** Thursday, August 2, 2018 11:28 AM  
**To:** Cregg Jr, George; Zeigler, Nadene; Brown, Nicole  
**Cc:** Trent Trahan; Toni.Moffat@clintoncountygov.com  
**Subject:** RE: CCIDA Meeting

**Importance:** High

Good Morning George,

Please see the email below from Paul Grasso regarding TDC as the PILOT Mortgage Agent for Saranac Power Partners. This item has been added to the agenda for Monday's meeting.

We will need a resolution to officially remove TDC as the PILOT Mortgage Agent.

**From:** Trent Trahan <ttrahan@champlainelectronics.com>  
**Sent:** Thursday, August 2, 2018 10:46 AM  
**To:** Barbara J. Shute <bjshute@thedevelopcorp.com>  
**Cc:** Toni.Moffat@clintoncountygov.com  
**Subject:** Re: CCIDA Meeting

Barbara

Thanks for the updates. We should have an official resolution for the TDC dissolution. Please reach out to George/Nadine.

Sent from my iPhone

**From:** Paul A. Grasso  
**Sent:** Wednesday, August 1, 2018 10:51 AM  
**To:** Trent Trahan <ttrahan@champlainelectronics.com>; Mike Zurlo <mike.zurlo@clintoncountygov.com>  
**Cc:** Barbara J. Shute <bjshute@thedevelopcorp.com>; dean@schnellerlaw.com  
**Subject:** SPP PILOT Mortgage

Good morning, Trent and Mike. Attached is Page 16 from the PILOT Agreement dated December 29, 1992. Section 4.05 (b) articulates TDC's responsibilities under the Agreement as the appointed "authorized representative" of the CCIDA. As I read the document, this appointment remains in effect until the "execution and delivery by the Agency of a written revocation of such appointment." The purpose of this email is to request that the CCIDA revoke TDC's appointment as the CCIDA's authorized representative for this agreement.

My concern is that the Authorities Budget Office (ABO) could perceive this relationship as an affiliation with the County. I am doing my best to terminate any agreements that might cause the ABO to perceive TDC as being affiliated with or sponsored by the County. To date, I do not believe that TDC has had to "commence, maintain and prosecute actions to enforce the PILOT Mortgage on behalf of the Agency."

If possible, I would appreciate your adding to the revocation of TDC's appointment as the CCIDA's authorized representative to the agenda for the Agency's next meeting.

Please do not hesitate to contact me if you have any questions or concerns.