

MINUTES OF THE  
COUNTY OF CLINTON  
INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL MEETING  
MONDAY, SEPTEMBER 14, 2020

**Due to COVID-19, the meeting of the County of Clinton Industrial Development Agency held on Monday, September 14, 2020 was through teleconference.**

The meeting was called to order by Trent Trahan, Chairperson, at 12:15 p.m. via GoToMeeting.

MEMBERS PRESENT: Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Michael Zurlo, Secretary  
John VanNatten, Member  
Kim Murray, Assistant Secretary  
Mark Leta, Member

STAFF PRESENT: Renee McFarlin, Executive Director  
Toni Moffat, Executive Assistant  
George Cregg, Jr., Esq., Agency Counsel  
Christopher Canada, Esq., Agency Counsel

T. Trahan stated there was a quorum present.

T. Trahan waived the reading of the notice of the meeting published in the Press Republican on December 22, 2018.

**Approval of the Minutes of the August 10, 2020 Meeting**

T. Trahan asked if there were any questions regarding the draft minutes of the August 10, 2020 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by M. Zurlo, and seconded by J. VanNatten, it was unanimously carried to approve the minutes of the August 10, 2020 meeting of the CCIDA.

**Public Comment**

There was no public comment.

**Reports**

On behalf of K. Defayette, M. Zurlo reviewed the Treasurer's Report with the Board. There were no questions or concerns.

On a motion by K. Murray, and seconded by K. Defayette, it was unanimously RESOLVED to approve the Treasurer's Report as presented by M. Zurlo.

**Old Business**

R. McFarlin noted there were no changes to the current policies seeking approval with the exception of the Assessment of Internal Controls Policy, in which the internal control narrative was updated to demonstrate the changes that were made to the CCIDA's processes including but not limited to, a shift to Corell Tax and Accounting for bookkeeping services.

It is important to note that all members have had the opportunity to review the policies.

**Administrative Matters Resolution (including Appointment of Officers and Staff)**

The following resolution was offered by J. VanNatten, seconded by M. Leta, to wit:

Resolution No. 09-20-01

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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, manufacturing and industrial 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, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A attached hereto.

Section 2. The Agency hereby authorizes the Chairperson, Vice Chairperson and the Executive Director to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

## SCHEDULE A

### Officers of the Agency:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer

### Determination of Regular Agency Meeting Schedule:

Second Monday of each month

### Appointment of Executive Director and Staff to the Agency:

Renee McFarlin – Executive Director

### Appointment of Agency Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of Bond Counsel to the Agency:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of the Bank of the Agency and Accounts

Glens Falls National Bank

### Appointments to Governance Committee

Michael Zurlo – Chairperson  
John VanNatten – Vice Chairperson  
David Hoover – Member

### Appointments to Audit Committee

Keith Defayette – Chairperson  
Mark Leta – Vice Chairperson  
Trent Trahan – Member  
David Hoover – Member  
John VanNatten – Member

Appointments to Finance Committee

Keith Defayette – Chairperson  
Kim Murray – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Agency Policies

Access to Agency Records (FOIA) Policy  
Assessment of Internal Controls Policy  
Bylaws  
Code of Ethics  
Compensation Policy  
Defense and Indemnification of Board Members Policy  
Discretionary Funds Policy  
Eligible Project Policy  
Fee Policy  
Finance Committee Charter  
Investment Policy  
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)  
Local Labor Policy  
Open Meetings Policy  
Organization Chart  
Procurement Policy  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Recapture Policy  
Retaliatory Action (Whistleblower Protection) Policy  
Time and Attendance Policy  
Travel Policy  
Uniform Tax Exemption Policy (UTEP)

Approval of Agreements of the Agency

Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Michael Zurlo, Secretary  
John VanNatten, Member  
Kim Murray, Assistant Secretary  
Mark Leta, Member

Appointment of Contract Officer

Renee McFarlin

Appointment of Investment Officer

Keith Defayette

Approval of Agency Fee Schedule

**Board Evaluations/Conflicts of Interest Statements**

R. McFarlin asked the members to complete the board evaluation, conflict of interest and an acknowledgement of fiduciary duty forms that were given to them and return the forms to staff.

**Other Business as Required**

**New Business**

**Delaware River Solar – Plattsburgh I**

**PILOT Deviation Resolution**

R. McFarlin stated the two resolutions to be considered for the Delaware River Solar – Plattsburgh I Project are the PILOT Deviation Resolution and the Final Approving Resolution. She stated the Board considered and approved the Final SEQR Resolution at a previous meeting. She noted for the record, and as a reminder, the PILOT for this Project was based on about 3.7 megawatts of power generated at \$5,000 per megawatt. The PILOT will be distributed at pro rata, to each affected taxing jurisdiction- the Beekmantown School District, Clinton County and the Town of Plattsburgh. She indicated that she spoke with all taxing jurisdictions much earlier on in the process and everyone expressed their amenability to the numbers and the pro rata share. Therefore, the PILOT Deviation letter was sent out 30 days prior, as required by CCIDA policy, and she received no comments from any jurisdiction regarding same.

The following resolution was offered by D. Hoover, seconded by K. Murray, to wit:

Resolution No. 09-20-02

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED NY PLATTSBURGH I, LLC PROJECT.

WHEREAS, County of Clinton Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 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 manufacturing, warehousing, research, commercial and industrial 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, in August, 2019, NY Plattsburgh I, LLC, a New York limited liability company (the

"Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 12 - 15 acre portion of an approximately 36.40 acre parcel of land located on 6106 Route 22 (being a portion of Tax Map No. 193.-2-6) and 6195 Route 22 (being a portion of Tax Map No. 193.-1-14.1) in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 3.741 MWAC solar farm (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a solar farm and other directly and indirectly related activities; (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 certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on September 9, 2019 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be hand delivered on October 23, 2019 and mailed on October 28, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on October 28, 2019 on a bulletin board located at Town of Plattsburgh Offices located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York as well as on the Agency's website on October 23, 2019; (C) caused notice of the Public Hearing to be published on October 30, 2019 in The Press-Republican, a newspaper of general circulation available to the residents of the Town of Plattsburgh, Clinton County, New York; (D) conducted the Public Hearing on November 18, 2019 at 6:00 p.m., local time at the Town of Plattsburgh Offices located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency; 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on September 9, 2019 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Plattsburgh Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated July 16, 2019 (the "Negative Declaration"), in which the Planning Board determined that the Project will not have a "significant effect on the environment" pursuant to SEQRA and therefore, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax

agreement to be entered into by the Agency with respect to the Project Facility; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") written notice of the proposed deviation from the Agency's uniform tax exemption policy and the reasons therefor no fewer than thirty (30) days prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, on October 7, 2019, the members of the Agency adopted a resolution (the "Resolution Authorizing the Pilot Deviation Letter") which authorized the Executive Director to notify the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy in connection with the Project, which proposed deviation is outlined in the letter dated August 14, 2020 (the "Pilot Deviation Letter"), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, by the Pilot Deviation Letter the Executive Director notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

(A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the Pilot Deviation Letter.

(B) The Agency has reviewed and responded to all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation.

(C) The Agency has given all representatives from an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based upon (A) the findings and determinations in Section 1 above, (B) any comments received at the Public Hearing, (C) input received at this meeting from the Affected Tax Jurisdictions with respect to the proposed deviation, (D) the Agency's knowledge of the Project, (E) the recommendations of Agency staff, and (F) such further investigation of the Project and the effect of the proposed deviation as the Agency has deemed appropriate, the Agency hereby determines to deviate from the Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Agency's uniform tax exemption policy, the terms of the approved deviation to be as described in the attached Pilot Deviation Letter.

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairperson (or Vice Chairperson) of the Agency, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to



execute and deliver the Payment in Lieu of Tax Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairperson (or Vice Chairperson), the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 4. 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 Payment in Lieu of Tax Agreement, 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 Payment in Lieu of Tax Agreement binding upon the Agency.

Section 5. 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	YES
Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

**EXHIBIT A**

**PILOT DEVIATION LETTER**

- SEE ATTACHED -



Renee McFarlin  
 Executive Director  
 137 Margaret Street, Suite 208  
 Plattsburgh, NY 12901  
 renee.mcfarlin@clintoncountygov.com  
 518.565.4627  
 908.337.0390  
 518.565.4616

August 14, 2020

VIA HAND DELIVERY  
 Hon. Mark R. Henry, Legislative Chairperson  
 Clinton County Government Center  
 137 Margaret Street, Suite 208  
 Plattsburgh, New York 12901

VIA USPS  
 Daniel W. Mannix, Superintendent  
 Beekmantown Central School District  
 37 Eagle Way  
 West Chazy, New York 12992

VIA USPS  
 Michael S. Cashman, Town Supervisor  
 Town of Plattsburgh  
 151 Banker Road  
 Town of Plattsburgh, New York 12901

VIA USPS  
 Cathy Buckley, School Board President  
 Beekmantown Central School District  
 37 Eagle Way  
 West Chazy, New York 12992

RE: Proposed Deviation from Uniform Tax Exemption Policy by  
 County of Clinton Industrial Development Agency  
 in connection with its Proposed NY Plattsburgh I, LLC Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(c) of the General Municipal Law.

In August, 2019, County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from NY Plattsburgh I, LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of an interest in an approximately 24 acre portion of an approximately 182 acre parcel of land located on 6106 Route 22 (currently being a portion of tax map no. 193.-2-6) and 6195 Route 22 (currently being a portion of tax map no. 193.-1-14.1) in the Town of Plattsburgh, Clinton County, New York (collectively, the "Land"), (2) the construction on the Land of an up to 5 MWAC solar photovoltaic facility to include an interconnection line (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a solar farm to

be owned and operated by the Company and other directly and indirectly related activities; (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 certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the Application, the Company has made a request to the Agency to enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement") which terms would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy"). Capitalized terms not otherwise defined herein are defined in the Policy.

The Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility. The Proposed Pilot Agreement would provide that the Company will pay to the Affected Tax Jurisdictions any portion of the \$5,000/MW annual payment not paid by the Company pursuant to a host community agreement.

The Policy provides that, for a facility similar to the Project Facility, payments in lieu of taxes will normally be determined as follows: the Company would have the benefit of a 50% abatement in real property taxes on the Facility and any portion of the Equipment assessable as real property pursuant to the New York Real Property Tax Law (collectively with the Facility, the "Improvements") in year one of the payment in lieu of tax agreement with a five percent per year increase over the term of the ten year payment in lieu of tax agreement.

The purpose of this letter is to inform you of such Pilot Request and that the Agency is considering whether to grant the Pilot Request and to approve a Proposed Pilot Agreement conforming to the terms of the Pilot Request. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for September 14, 2020 at 12:00 p.m., local time at the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires a thirty (30) day notice prior to the Agency taking final action with respect to the Proposed Pilot Agreement (if said Proposed Pilot Agreement may deviate from the provisions of the Agency's Uniform Tax Exemption Policy).

The Agency considered the following factors in considering the proposed deviation:

1. **The nature of the Project:** Solar farm.
2. **The present use of the property:** Undeveloped.
3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:** The Project is located in the Town of Plattsburgh, where agriculture has historically been the primary industry. Like many areas in the community, the affected parcel is currently not being farmed due to changes in commodity prices and a reluctance of the next generation to assume operation of the family agricultural business. This Project would facilitate productive use of the parcel, advancing the North Country Regional Economic Development Council's Strategic Plan to import dollars by building the

region's green energy economy. Since households who sign up for power produced by the array will receive a 10% discount in energy costs, additional dollars will remain in the regional economy, generating resulting multiplier benefits.

**4. The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:** No permanent, private sector jobs. Anticipated 50-60 construction jobs with an average of \$40,000 per construction job.

**5. The estimated value of new tax exemptions to be provided:** Sales tax exemption: \$216,908 and mortgage recording tax exemption: \$38,037.

**6. The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions:** The economic impact of the Proposed Pilot Agreement is positive, since the underlying value of the parcel will likely be largely unaffected and additional revenue will be generated through the Proposed Pilot Agreement. Since the Project is only financially feasible with the Proposed Pilot Agreement in place, the additional benefit of significant special district tax revenue will also accrue to the community's Fire and EMS districts.

**7. The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity:** It is anticipated that the Project will require the continuing services of local landscape contractors, generating an increase in activity in the local economy.

**8. The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement:** private sector financing: \$3,803,728; Company equity: \$639,794; investors (private sector): \$4,038,332; state programs: NYSERDA: \$640,224.

**9. The effect of the Proposed Pilot Agreement on the environment:** The Town of Plattsburgh Planning Board is the lead agency with respect to the environmental review.

**10. Project Timing:** completion anticipated by June, 2020.

**11. The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:** None anticipated.

**12. Anticipated tax revenues/Host Community Benefit Agreements:** \$20,000 per year, not including full special district taxes. (Note: If the Company negotiates Host Community Benefit Agreements (HCBA) with each of the taxing jurisdictions, the amount due under the Proposed Pilot Agreement will be reduced by the amount of the HCBA annual payments.)

**13. The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** (a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the Agency's goal of increasing alternative energy development in Clinton County; (c) contributes to New York State goal of development of 50% power from alternative

sources; (d) proposed Facility would generate the equivalent electrical consumption of 348 homes; and (e) an additional public benefit will be the fees paid to special districts; this represents significant new revenue for these critical public services.

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Agency's Uniform Tax Exemption Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Agency's Uniform Tax Exemption Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at the above telephone number.

Sincerely yours,

A handwritten signature in cursive script that reads "Renee McFarlin".

Renee McFarlin  
Executive Director

## Final Approving Resolution

The following resolution was offered by K. Defayette, seconded by J. VanNatten, to wit:

Resolution No. 09-20-03

### RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NY PLATTSBURGH I, LLC (THE "COMPANY").

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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, manufacturing and industrial 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 and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in August, 2019, NY Plattsburgh I, LLC, a New York limited liability company (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 12 - 15 acre portion of an approximately 36.40 acre parcel of land located on 6106 Route 22 (being a portion of Tax Map No. 193.-2-6) and 6195 Route 22 (being a portion of Tax Map No. 193.-1-14.1) in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 3.741 MWAC solar farm (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a solar farm and other directly and indirectly related activities; (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 certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on September 9, 2019 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the

Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be hand delivered on October 23, 2019 and mailed on October 28, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on October 28, 2019 on a bulletin board located at Town of Plattsburgh Offices located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York as well as on the Agency's website on October 23, 2019; (C) caused notice of the Public Hearing to be published on October 30, 2019 in The Press-Republican, a newspaper of general circulation available to the residents of the Town of Plattsburgh, Clinton County, New York; (D) conducted the Public Hearing on November 18, 2019 at 6:00 p.m., local time at the Town of Plattsburgh Offices located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency; 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on September 9, 2019 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Plattsburgh Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated July 16, 2019 (the "Negative Declaration"), in which the Planning Board determined that the Project will not have a "significant effect on the environment" pursuant to SEQRA and therefore, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by undertaking the Project in Clinton County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum



thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform project benefits agreement (the "Uniform Project Benefits Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (J) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); (K) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement or Installment Sale Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (L) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency 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;

(B) The Project constitutes a "project," as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Clinton County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$9,122,078.00;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Clinton County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event, as described on Exhibit B attached hereto; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Uniform Agency Project Agreement; (F) enter into the Section 875 GML Recapture Agreement; (G) enter into the Contractor Documents; (H) enter into the Interim Documents; (I) secure the Loan by entering into the Mortgage; and (J) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed

Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairperson (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. 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 Agency Documents, 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 Agency Documents binding upon the Agency.

Section 10. 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	YES
Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

## EXHIBIT A

### DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Clinton County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Creation of construction employment for local labor (i.e., labor resident in the area comprised of the North Country Economic Development Region)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Average of 50 full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of 6 months, commencing within 6 months of the date hereof.
2.	Private sector investment	<input type="checkbox"/> Yes	<input type="checkbox"/> No	\$9,122,078 at the Project Facility within 2 years of the date hereof.

## EXHIBIT B

### DESCRIPTION OF THE RECAPTURE EVENTS

In connection with the Project and the granting of the Financial Assistance, the Agency and the Project Beneficiary agree that the following shall constitute recapture events with respect to the Project and the granting of the Financial Assistance:

1.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the commencement of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 6 months of the date hereof.
2.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the completion of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 1 year of the date hereof.
3.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least [90%] of the average full time equivalent local labor construction jobs at the Project Facility listed on Exhibit A attached hereto during the construction period described on <u>Exhibit A</u> attached hereto.
5.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least [90%] of the private sector investment described on <u>Exhibit A</u> attached hereto occurred with respect to the Project Facility within 2 years of the date hereof.
6.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that the Project provided the other Public Benefits described on <u>Exhibit A</u> attached hereto

	within the time frames assigned to such benefits.
7.	Liquidation of substantially all of the Project Beneficiary's operating assets at the Project Facility and/or cessation of substantially all of the Project Beneficiary's operations at the Project Facility.
8.	Relocation of all or substantially all of Project Beneficiary's operations at the Project Facility to another site, or the sale, lease or other disposition of all or substantially all of the Project Facility.
9.	Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
10.	Sublease or assignment of all or part of the Project Facility in violation of any Project Facility Agreement.
11.	A change in the use of the Project Facility, other than as described on Exhibit A and other directly and indirectly related uses, in violation of any Project Facility Agreement.

**Martindale Keysor & Co., PLLC Invoice - Fee for 2019 Audit Services**

M. Zurlo inquired on the \$2,000 increase from the previous year. R. McFarlin stated she will inquire of Martindale, Keysor & Co., LLC. and report back to the Board.

**Other Business as Required**

R. McFarlin stated she is continuing to research opportunities for investment of the portion of the funds in the CCIDA bank account and she expects to render the information to the Board at the next meeting.

**Management Team Reports**

**Project Status Updates**

R. McFarlin stated projects are continuing at a steady pace; and final documents were executed for Schluter Systems, LLC and waiting for completion.

**Executive Director's Report**

There being no further business to discuss, on a motion by J. VanNatten, and seconded by M. Leta, the meeting adjourned at 12:35 p.m.



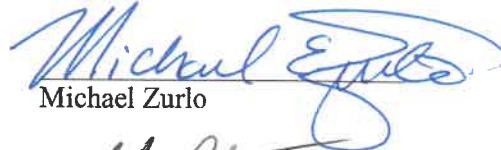
Trent Trahan



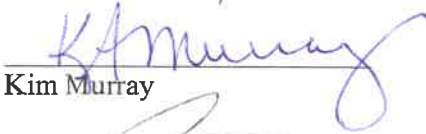
David Hoover



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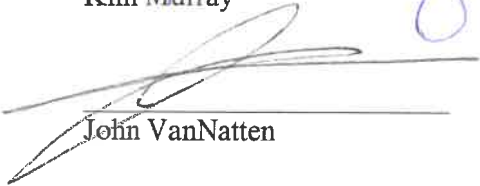
Michael Zurlo



Kim Murray



Mark Leta



John VanNatten



Renee McFarlin