

MINUTES OF THE  
COUNTY OF CLINTON  
INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL MEETING  
MONDAY, SEPTEMBER 13, 2021

**Due to COVID-19, the meeting of the County of Clinton Industrial Development Agency held on Monday, September 13, 2021 was livestreamed via GoToMeeting.**

The meeting was called to order by Trent Trahan, Chairperson, at 12:07 p.m. via GoToMeeting.

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

ABSENT: Michael Zurlo, Secretary  
John VanNatten, Member

STAFF PRESENT: Toni Moffat, Executive Assistant  
Dorothy Brunell, Administrative 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 18, 2020.

**Approval of the Minutes of the August 16, 2021 Meeting**

T. Trahan asked if there were any questions regarding the draft minutes of the August 16, 2021 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by K. Murray, and seconded by M. Leta, it was unanimously carried to approve the minutes of the August 16, 2021 meeting of the CCIDA.

**Public Comment**

There was no public comment.

**Reports**

K. Defayette reviewed the Treasurer's Report with the Board. There were no questions or concerns.

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

## **Old Business**

T. Trahan noted there were no changes to the current policies seeking approval.

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 K. Murray, seconded by K. Defayette, to wit:

Resolution No. 09-21-01

### **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	EXCUSED
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
John VanNatten	VOTING	EXCUSED
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:

\_\_\_\_\_ - Chief Executive Officer

### 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  
Saratoga 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  
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

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Appointment of Investment Officer

Keith Defayette

Approval of Agency Fee Schedule

### **CHPE, LLC Project Update**

T. Trahan advised that M. Zurlo spoke with Champlain Hudson Power Express (CHPE) and they remain steadfast in their decision that they will not be able to offer a "most favored county clause" to the CCIDA. M. Zurlo asked if they could send us similar PILOT agreements for projects with similar fact patterns (i.e., all in-lake) for review to ensure we are getting the same PILOT. C. Canada advised that CHPE has denied other IDA's "most favored county clause" as well.

### **Vilas Home, LLC Project Closing**

T. Trahan advised that we closed on the Vilas Project, LLC and received a wire transfer of the CCIDA Administration Fee in the amount of \$108,218.37 on August 30, 2021.

### **Board Evaluations/Conflicts of Interest Statements**

T. Trahan asked the members to complete the Board Evaluations, Conflict of Interest and an Acknowledgement of Fiduciary Duty forms that were given to them and return the forms to staff.

### **New Business**

#### **North Country Chamber of Commerce Annual Membership Dues**

On a motion made by K. Murray, and seconded by K. Defayette, it was unanimously carried to approve payment of the North Country Chamber of Commerce Annual Membership Dues in the amount of \$216.

#### **Administrative Services Agreement – 2022**

T. Trahan advised that this is the annual Administrative Services Letter for administrative services by the County to the IDA. M. Zurlo has advised there will be no increase and the rate remains the same as last year at \$11,000 per month.

On a motion made by K. Defayette, and seconded by D. Hoover, it was unanimously carried to approve the 2022 Administrative Services Agreement.

#### **CCIDA Glens Falls National Bank Checking Account**

T. Trahan advised that the current balance of the CCIDA checking account at Glens Falls National Bank is \$320,059.17. This amount exceeds the recommended amount of \$250,000 by approximately \$71,000. T. Trahan stated he would like to entertain a motion to transfer \$100,000 from the CCIDA Glens Falls National Checking Account into the CCIDA's Money Market Savings Account at Saratoga National Bank.

On a motion made by D. Hoover, and seconded by K. Murray, it was unanimously carried to transfer \$100,000 from the CCIDA checking account at Glens Falls National Bank to the CCIDA Money Market Savings Account at Saratoga National Bank.

#### **Bond Allocation – Green National (Beekman Towers) Project**

T. Trahan advised that M. Zurlo sent an email to George LaPointe at Empire State Development advising him that the Beekman Towers Project is not anticipated to close by year-end. Therefore, bond allocations for this Project can be recaptured and returned to the Statewide Bond Reserve.


**Delaware River Solar (DRS) Projects**

T. Trahan advised that an email was received from Benjamin Einsohn stating that the DRS projects had been acquired by Kendall Sustainable Infrastructure, LLC. C. Canada advised the Board that he would call B. Einsohn and request documentation for our files of this change of ownership. C. Canada further advised that this transfer of ownership was not unusual and part of the typical solar energy business model.


**Economic Development Agency Executive Director Position Vacancy Update**

T. Trahan advised that an offer had been made to a candidate and we should hear soon whether the offer was accepted. The Board will be updated as additional information becomes available.

There being no further business to discuss, on a motion by K. Defayette, and seconded by K. Murray, the meeting adjourned at 12:23 p.m.




Trent Trahan



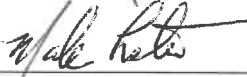
David Hoover



Keith Defayette



Kim Murray



Mark Leta