

**Minutes of the
County of Clinton
Industrial Development Agency
June 13, 2022**

The meeting was called to order by Trent Trahan, Chairperson, at 12:02 p.m. at the County of Clinton Industrial Development Agency (CCIDA) offices located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

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

STAFF PRESENT: Molly Ryan, Executive Director
Christopher Canada, Esq., Agency Counsel
Toni Moffat, Executive Assistant
Dorothy Brunell, Administrative Assistant

OTHERS PRESENT: Assemblyman Billy Jones
Scott Matthews, Chief of Staff for Assemblyman Billy Jones
Jack Goodman, Project Manager - Solar Power Network, LLC
Doug Urban, Chief Technology Officer – Solar Power Network, LLC
Aaron Ovios, President – RMS
Richard Chun – NY Plattsburgh II, LLC

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 16, 2021.

Reading and Consideration of the Draft Minutes of the Meeting of the County of Clinton Industrial Development Agency (CCIDA) of May 9, 2022.

T. Trahan asked if there were any questions regarding the draft minutes of the May 9, 2022 meeting of the 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 May 9, 2022 CCIDA meeting as presented.

Presentation: Solar Power Network, LLC

Aaron Ovios, P.E., is President of Robert M. Sunderland (RMS) which is the local engineering firm representing Solar Power Network, LLC. A. Ovios provided an overview of the proposed Project and advised that the Project will be constructed on a 24-acre parcel of land located at 1819 Military Turnpike in the Town of Plattsburgh, within the Beekmantown Central School District. This Project is part of New York State Energy Research & Development's (NYSERDA) Community Solar initiative. Solar Power

Network is proposing a 5 MegaWatt AC solar farm. M. Zurlo asked if anyone from the Company had contacted the school district regarding this Project. J. Goodman advised that they had tried to contact Ed Marin, the President of the Beekmantown Central School District Board of Education, however, E. Marin has not returned their call. M. Zurlo advised that they should contact Daniel Mannix, the Superintendent of the Beekmantown Central School District. M. Zurlo asked if the benefit being requested by Solar Power Network (SPN) is on par with the benefits the IDA has previously provided other solar projects. M. Ryan advised that the benefit requested by SPN is in line with those previously provided to the Delaware River Solar Projects. M. Ryan stated the revised New York State Assessment Model for solar projects will have an impact on the cost benefit analysis for these projects. M. Ryan also stated that since the IDA is deviating from the current Uniform Tax Exemption Policy (UTEP) for solar projects, the Agency might want to look into establishing a UTEP specifically designed for this type of project. C. Canada agreed this was something that could be looked into. M. Ryan advised that she would have a cost benefit analysis prepared for the July 11th CCIDA Meeting. D. Urban of Solar Power Network, LLC thanked the CCIDA for its assistance with the Project.

CCIDA Presentation: Molly Ryan, Executive Director of the CCIDA

M. Ryan provided an overview of the CCIDA, as well as the Clinton Capital Resource Corporation (CCCRC) and the Clinton Grant Facilitation Corporation (CGFC). M. Ryan outlined what benefits are available and reviewed some recent Projects for each of the agencies. Current legislative concerns affecting the CCIDA were also outlined.

Guest Speaker: Assemblyman Billy Jones

T. Trahan introduced Assemblyman Billy Jones to the Board and asked the Board members to introduce themselves. Assemblyman Jones thanked the Board for inviting him to attend the meeting. He indicated that on a statewide basis, there are a few IDA's that have a bad reputation; however, on the local level, IDA's do very good work and he appreciates the benefit they provide to the area. M. Zurlo advised that changes have been made to the statutes which ensure IDA's provide cost benefit analyses for projects as well as claw-back provisions if companies don't execute the project as promised.

Assemblyman Jones talked about the New York State Budget that was passed and the benefits it includes to the citizens of the State. He also mentioned the State's suspension of the gas tax and the frustration of his constituents who are not seeing any reflection of this in the price of a gallon of gas. He feels the price of gas is a result of supply and demand and it is his observation that people have not changed their driving habits despite the high price of gas. Assemblyman Jones expressed his concern for people on fixed incomes and the anticipated struggle to afford to heat their homes this winter. He hopes the State will provide some sort of assistance.

Assemblyman Jones also highlighted the passing of the Bill providing "shovel ready" funding and he believes there are projects in Clinton County that will benefit from this funding. M. Zurlo stated that should this Bill come to fruition for Clinton County, there would likely be projects that the IDA could benefit that would otherwise not be possible. Assemblyman Jones stated this is a good public-private partnership that will help companies come to the area and create good paying jobs. He is hoping this will be a long-term commitment from the State. Assemblyman Jones was asked about guidance on the prevailing wage for IDA projects and he responded that the new administration inherited a lot of unfinished business from the previous administration and they are working hard to catch up and he will look into the status.

Assemblyman Jones advised the Board to please feel free to contact him via email or a phone call if there are any issues that he can help with.

Public Comment

There was no public comment.

Reports

Treasurer's Report:

K. Defayette reviewed the May 2022 Treasurer's Report. There were no questions or concerns.

On a motion by M. Leta, and seconded by D. Hoover, it was unanimously RESOLVED to approve the May 2022 Treasurer's Report as presented by K. Defayette.

Old Business

There was no old business.

New Business

NY Plattsburgh II, LLC Project

PILOT Deviation Approval Resolution

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

Resolution No. 06-22-01

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 II, 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, NY Plattsburgh II, LLC, a New York State 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 24-27 acre portion of an approximately 48.8 acre parcel of land located at 12 Benny Blake Road (being a portion of Tax Map No. 220.-4-36) in the Town of Plattsburgh, Clinton County, New York (the “Land”), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility, including, but not limited to, racking, modules, inverters, transformers, electrical wiring and System Components (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment and other tangible personal property (collectively, the “Equipment”) all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (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 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; and

WHEREAS, by resolution adopted by the members of the Agency on April 11, 2022 (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 mailed on April 21, 2022 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on April 21, 2022 at the Town Clerk’s Office located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on April 22, 2022 in The Press Republican, a newspaper of general circulation available to the residents of Clinton County, New York, (D) conducted the Public Hearing on May 4, 2022 at 10:00 o’clock a.m., local time at the Plattsburgh Town Hall located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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 April 11, 2022 (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 January 13, 2022 (the “Negative Declaration”), in which the Planning Board determined that the Project is a “Type I action” and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy (the "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 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 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 April 11, 2022, 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 Policy in connection with the Project, which proposed deviation is outlined in the letter dated May 13, 2022 (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 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 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 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) or Executive Director of the Agency, the Chairperson (or Vice Chairperson) or Executive Director 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) or Executive Director, the execution thereof by the Chairperson (or Vice Chairperson) or Executive Director 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
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

PILOT DEVIATION LETTER



Molly Ryan
Executive Director
137 Margaret Street, Suite 208
Plattsburgh, NY 12901
E: molly.ryan@clintoncountygov.com
O: 518.565.4627
C: 518.593.3762
F: 518.565.4616

May 13, 2022.

Hon. Mark R. Henry, Chairperson
Clinton County Legislature
137 Margaret Street, Suite 208
Plattsburgh, New York 12901

Daniel Mannix, Superintendent of Schools
Beekmantown Central School District
37 Eagle Way
West Chazy, New York 12992

Michael E. Zurlo, County Administrator
Clinton County Government Center
137 Margaret Street, Suite 208
Plattsburgh, New York 12901

Ed Marin, School Board President
Beekmantown Central School District
37 Eagle Way
West Chazy, New York 12992

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

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

Dear Ladies and Gentlemen:

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

In March, 2022, County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from NY Plattsburgh II, 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 24-27 acre portion of an approximately 48.8 acre parcel of land located at 12 Benny Blake Road (being a portion of Tax Map No. 220-4-36) in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility, including, but not limited to, racking, modules, inverters, transformers, electrical wiring and system components (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment and other tangible personal property (collectively, the "Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (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 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.

The Honorable Mark R. Henry, Chairperson
Daniel Mannix, Superintendent
Michael E. Zurlo, County Administrator
Michael S. Cashman, Supervisor
Ed Marin, School Board President
May 13, 2022

In connection with the Application, the Company made a request to the Agency (the "PILOT Request") that the Agency deviate from its uniform tax exemption policy (the "Policy"). Capitalized terms not otherwise defined herein are defined in the Policy. Under the PILOT Request, (i) the Agency would enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement"), (ii) the Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility, (iii) the Company will pay \$5,000 per megawatt for a term of twenty (20) years, and (iv) any portion of the annual payment in lieu of taxes not paid by the Company to each Affected Tax Jurisdiction pursuant to the Host Community Benefit Agreement (as defined herein) would be payable as a payment in lieu of taxes.

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 June 13, 2022 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 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, New York. The Project would continue to facilitate productive use of the Land, advancing the North Country Regional Economic Development Council's Strategic Plan to import dollars by building the region's green energy economy.
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 35 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: \$192,400; real property tax exemption: \$385,685; and mortgage recording tax exemption: \$41,175.

The Honorable Mark R. Henry, Chairperson
Daniel Mannix, Superintendent
Michael E. Zurlo, County Administrator
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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 Land 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 emergency medical services 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:** \$9,985,000

9. **The effect of the Proposed Pilot Agreement on the environment:** The Town of Plattsburgh Planning Board has determined that the Project will not have a significant impact on the environment.

10. **Project Timing:** completion anticipated by December, 2022.

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:** The Company will enter into a community benefit agreement (the "Host Community Benefit Agreement") with the Beekmantown Central School District (the "District"), which provides that in lieu of paying a certain community benefit fee (the "Community Benefit Fee"), the Company or its affiliate may transfer certain real property (the "Property") to the District. Provided that the Community Benefit Fee is paid or the Property is conveyed to the District, the amount which the District would otherwise have been entitled to receive under the Proposed PILOT Agreement shall be reduced by the amount of the Community Benefit Fee or the purchase price of the Property paid by the Company, such that the District shall not be entitled to receive any amount under the Proposed PILOT Agreement.

Notwithstanding the Host Community Benefit Agreement, the Proposed Pilot Agreement will provide a consistent source of tax revenue for the constituent taxing jurisdictions over the term of the Proposed Pilot Agreement.

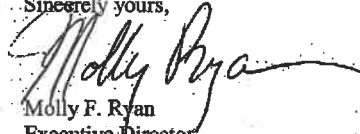
13. **The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** (a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the 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; and (d) an additional public benefit will be the fees paid to special districts; this represents significant new revenue for these critical public services.

The Honorable Mark R. Henry, Chairperson
Daniel Mannix, Superintendent
Michael E. Zurlo, County Administrator
Michael S. Cashman, Supervisor
Ed Marin, School Board President
May 13, 2022

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the 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 telephote number.

Sincerely yours,



Molly F. Ryan
Executive Director

Approving Resolution

The following resolution was offered by M. Leta, seconded by K. Defayette, to wit:

Resolution No. 06-22-02

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NY PLATTSBURGH II, 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, NY Plattsburgh II, LLC, a New York State 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 24-27 acre portion of an approximately 48.8 acre parcel of land located at 12 Benny Blake Road (being a portion of Tax Map No. 220.-4-36) in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility, including, but not limited to, racking, modules, inverters, transformers, electrical wiring and System Components (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment and other tangible personal property (collectively, the "Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (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 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 April 11, 2022 (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 mailed on April 21, 2022 to the chief executive

officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on April 21, 2022 at the Town Clerk's Office located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on April 22, 2022 in The Press Republican, a newspaper of general circulation available to the residents of Clinton County, New York, (D) conducted the Public Hearing on May 4, 2022 at 10:00 o'clock a.m., local time at the Plattsburgh Town Hall located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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 April 11, 2022 (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 January 13, 2022 (the "Negative Declaration"), in which the Planning Board determined that the Project is a "Type I action" and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on April 11, 2022 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Executive Director of the Agency caused a letter dated May 13, 2022 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on June 13, 2022 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Policy with respect to the Project; 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 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; (C) 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 agency project agreement (the "Uniform Agency Project 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 (collectively, 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, counsel to the Agency 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 \$9,985,000.00;
- (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 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; 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) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Section 875 GML Recapture Agreement; enter into the Uniform Agency Project Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) enter into the Interim Documents; (H) secure the Loan by entering into the Mortgage; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (B) 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 (C) 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) or Executive Director 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) or Executive Director 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) or Executive Director shall approve, the execution thereof by the Chairperson (or Vice Chairperson) or Executive Director to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) or Executive Director 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
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	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.	Retention of existing jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Mortgage recording tax exemption is estimated at \$41,175, sales tax exemption is estimated at \$192,400 and real property tax exemption is estimated at \$385,685.
4.	Private sector investment	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$9,985,000
5.	Likelihood of project being accomplished in a timely fashion	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Anticipated completion in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will provide a revenue source to the affected tax jurisdictions in the form of PILOT payments.
7.	Any additional public benefits	<input type="checkbox"/> Yes	<input type="checkbox"/> No	(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; and (d) an additional public benefit will be the fees paid to special districts; this represents significant new revenue for these critical public services.
8.	Local labor construction jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Company anticipates hiring 35 construction jobs.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.

12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project site is not located in a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
15.	Local or County official support	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input type="checkbox"/> No	No brownfields present.

Northway Solar, LLC Project

Minutes from the Northway Solar, LLC Public Hearing, held on June 2, 2022, were presented for acceptance by the Board.

On a motion by J. VanNatten, and seconded by J. Trombley, it was unanimously carried to accept the minutes from the Northway Solar, LLC Public Hearing.

PILOT Deviation Approval Resolution

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

Resolution No. 06-22-03

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 NORTHWAY SOLAR, 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, Northway Solar, LLC, a Delaware State 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 a leasehold interest in an approximately 32 acre portion of an approximately 73.3 acre parcel of land located at 3832 County Route 22 (being a portion of Tax Map No. 257.-2-1.33) in the Town of Peru, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility, (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment and other tangible personal property (collectively, the "Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (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 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; and

WHEREAS, by resolution adopted by the members of the Agency on May 9, 2022 (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 mailed on May 17, 2022 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on May 17, 2022 on the Agency's website and on May 18, 2022 at the Peru Town Hall located at 3036 Main Street in the Town of Peru, Clinton County, New York, (C) caused notice of the Public Hearing to be published on May 20, 2022 in the Press Republican, a newspaper of general circulation available to the residents of Clinton County, New York, (D) conducted the Public Hearing on June 2, 2022 at 10:00 o'clock a.m., local time at the Peru Town Hall located at 3036 Main Street in the Town of Peru, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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 May 9, 2022 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Peru 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 December 8, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project is a "Type I action" and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy (the "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 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 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 May 9, 2022, 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 Policy in connection with the Project, which proposed deviation is outlined in the letter dated May 13, 2022 (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 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 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 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) or Executive Director of the Agency, the Chairperson (or Vice Chairperson) or Executive Director 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) or Executive Director, the execution thereof by the Chairperson (or Vice Chairperson) or Executive Director 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
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

PILOT DEVIATION LETTER



Molly Ryan
Executive Director
137 Margaret Street, Suite 208
Plattsburgh, NY 12901
E: molly.ryan@clintoncountygov.com
O: 518.565.4627
C: 518.593.3762
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May 13, 2022

The Honorable Mark R. Henry, Chairperson
Clinton County Legislature
Clinton County Government Center
137 Margaret Street, Suite 208
Plattsburgh, New York 12901

Scott Storms, Superintendent
Peru Central School District
17 School Street
Peru, New York 12972

Michael E. Zurlo, County Administrator
Clinton County Government Center
137 Margaret Street, Suite 208
Plattsburgh, New York 12901

Bonnie Berry, School Board President
Peru Central School District
17 School Street
Peru, New York 12972

Brandy McDonald, Supervisor
Town of Peru
3036 Main Street
Peru, New York 12972

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

Dear Ladies and Gentlemen:

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

In May, 2022, County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from Northway Solar, 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 a leasehold interest in an approximately 32 acre portion of an approximately 73.3 acre parcel of land located at 3832 County Route 22 (being a portion of Tax Map No. 257-.2-1.33) in the Town of Peru, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment and other tangible personal property (collectively, the "Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (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 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.

The Honorable Mark R. Henry, Chairperson
Scott Storms, Superintendent
Michael E. Zurlo, County Administrator
Brandy McDonald, Supervisor
Bonnie Berry, School Board President
May 13, 2022

In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from its uniform tax exemption policy (the "Policy") with respect to the payment of real property taxes. Capitalized terms not otherwise defined herein are defined in the Policy. Under the Pilot Request, (i) the Agency would enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement"), (ii) the Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility; (iii) the Company will pay \$4,000 per megawatt for a term of twenty (20) years, and (iv) any portion of the annual payment in lieu of taxes not paid by the Company to each Affected Tax Jurisdiction pursuant to a host community agreement would be payable as a payment in lieu of taxes.

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 June 13, 2022 at 12:00 o'clock 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 Policy).

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

1. **The nature of the Project:** solar energy generating facility.
2. **The present use of the property:** The land is currently vacant.
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 Peru, New York. The Project would continue to facilitate productive use of the Land, advancing the North Country Regional Economic Development Council's Strategic Plan to import dollars by building the region's green energy economy.
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 34 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: \$320,218.79; Real Property Tax Exemption: \$433,817 during the term of the Proposed Pilot Agreement.

The Honorable Mark R. Henry, Chairperson
Scott Storms, Superintendent
Michael E. Zurlo, County Administrator
Brandy McDonald, Supervisor
Bonnie Berry, School Board President
May 13, 2022

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:** \$11,703,195.34.

9. **The effect of the Proposed Pilot Agreement on the environment:** The Town of Peru Planning Board, as the lead agency, has determined that the Project will not have a significant impact on the environment.

10. **Project Timing:** completion anticipated by September, 2022.

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:** The Proposed Pilot Agreement will provide a consistent source of tax revenue for the constituent taxing jurisdictions over the term of the Proposed Pilot Agreement.

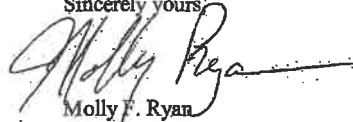
13. **The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** (a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the 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; and (d) 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 Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the 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.

The Honorable Mark R. Henry, Chairperson
Scott Storms, Superintendent
Michael E. Zurlo, County Administrator
Brandy McDonald, Supervisor
Bonnie Berry, School Board President
May 13, 2022

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, appearing to read "Molly Ryan", with a horizontal line extending to the right.

Molly F. Ryan
Executive Director

Approving Resolution

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

Resolution No. 06-22-04

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NORTHWAY SOLAR, 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, Northway Solar, LLC, a Delaware State 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 a leasehold interest in an approximately 32 acre portion of an approximately 73.3 acre parcel of land located at 3832 County Route 22 (being a portion of Tax Map No. 257.-2-1.33) in the Town of Peru, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility, (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment and other tangible personal property (collectively, the "Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (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 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 May 9, 2022 (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 mailed on May 17, 2022 to the chief executive

officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on May 17, 2022 on the Agency's website and on May 18, 2022 at the Peru Town Hall located at 3036 Main Street in the Town of Peru, Clinton County, New York, (C) caused notice of the Public Hearing to be published on May 20, 2022 in the Press Republican, a newspaper of general circulation available to the residents of Clinton County, New York, (D) conducted the Public Hearing on June 2, 2022 at 10:00 o'clock a.m., local time at the Peru Town Hall located at 3036 Main Street in the Town of Peru, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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 May 9, 2022 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Peru 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 December 8, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project is a "Type I action" and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on May 9, 2022 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Executive Director of the Agency caused a letter dated May 13, 2022 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on June 13, 2022 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Policy with respect to the Project; 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 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; (C) 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 agency project agreement (the "Uniform Agency Project 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 (collectively, 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, counsel to the Agency 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 \$11,703,195.34;
- (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 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; 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) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Section 875 GML Recapture Agreement; enter into the Uniform Agency Project Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) enter into the Interim Documents; (H) secure the Loan by entering into the Mortgage; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (B) 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 (C) 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) or Executive Director 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) or Executive Director 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) or Executive Director shall approve, the execution thereof by the Chairperson (or Vice Chairperson) or Executive Director to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) or Executive Director 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
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	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, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption is estimated at \$320,218.79 and real property tax exemption is estimated at \$433,817.
4.	Private sector investment	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$11,703,195.34
5.	Likelihood of project being accomplished in a timely fashion	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Anticipated completion in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will provide a revenue source to the affected tax jurisdictions in the form of PILOT payments.
7.	Any additional public benefits	<input type="checkbox"/> Yes	<input type="checkbox"/> No	(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; and (d) an additional public benefit will be the fees paid to special districts; this represents significant new revenue for these critical public services.
8.	Local labor construction jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Company anticipates hiring 34 construction jobs.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.

13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project site is not located in a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
15.	Local or County official support	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input type="checkbox"/> No	No brownfields present.

North Country Alliance (NCA) Local Development Corporation 2022 Membership Dues

On a motion by M. Zurlo, and seconded by D. Hoover, it was unanimously carried to approve payment of the North Country Alliance Local Development Corporation 2022 Membership Dues in the amount of \$500.

Management Team Reports

Executive Director's Report

M. Ryan reviewed highlights from her Executive Director's Report.

Project Updates

Champlain Hudson Power Express (CHPE) Update

M. Ryan advised that CHPE has paid 25 percent of the CCIDA administrative fee associated with their Project. The remaining 75 percent of the fee will be paid once their construction loans are in place.

NY TDC, Inc. Update

The NY TDC, Inc. Project is scheduled to close the week of June 20th.

ERS Update

M. Ryan advised that she has been informed that one of ERS's tenants was, in fact, mining for cryptocurrency at ERS's Rouses Point facility. ERS has stated they did not know that this activity was occurring at their facility. M. Ryan advised that the IDA has not closed on the ERS Project. C. Canada stated he will reach out to ERS's counsel to discuss the status of their Project, but at this point, he does not believe there is any action required by the IDA.

Executive Session

D. Hoover requested that the Board move into Executive Session. On a motion by M. Zurlo, and seconded by J. VanNatten, it was unanimously carried to move into Executive Session at 1:19 p.m.

Reconvene/Adjourn

On a motion by M. Zurlo, and seconded by J. Trombley, the meeting was reconvened and adjourned at 1:35 p.m.



Trent Trahan, Chairperson