

**Minutes of the
County of Clinton
Industrial Development Agency
May 9, 2022**

Due to COVID-19, the meeting of the County of Clinton Industrial Development Agency (CCIDA) held on Monday, May 9, 2022 was livestreamed via GoToMeeting.

The meeting was called to order by Trent Trahan, Chairperson, at 12:13 p.m. via GoToMeeting.

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

MEMBERS ABSENT: David Hoover, Vice Chairperson

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

OTHERS PRESENT: Ryan McCune, Northway Solar, LLC (Nexamp Capital, 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 April 11, 2022.

T. Trahan asked if there were any questions regarding the draft minutes of the April 11, 2022 meeting of the CCIDA. There were none.

On a motion by J. VanNatten, and seconded by J. Trombley, it was unanimously carried to approve the minutes of the April 11, 2022 CCIDA meeting as presented.

Presentation: None

Public Comment

There was no public comment.

Reports

Treasurer's Report:

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

On a motion by M. Zurlo, and seconded by J. Trombley, it was unanimously RESOLVED to approve the April 2022 Treasurer's Report as presented by K. Defayette.

Old Business

CCIDA Sweep Bank Account Update

M. Ryan advised that the CCIDA's sweep bank account has been setup and account balances are now within FDIC guidelines.

New Business

Northway Solar, LLC

M. Ryan advised that R. McCune made a presentation to the CCIDA Board on the Northway Solar, LLC Project at the April 11, 2022 meeting. The Project will be located in the Town of Peru and is a 5 megawatt AC/6.5 megawatt DC system.

Public Hearing Resolution

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

Resolution No. 05-22-01

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NORTHWAY SOLAR, LLC.

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 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 State of Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting 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, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the "Public Hearing"); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the "Report") to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairperson, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this resolution is hereby ratified and confirmed.

Section 4. This resolution shall take effect immediately.

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

Trent Trahan	VOTING	YES
David Hoover	VOTING	EXCUSED
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.

SEQR Resolution

The following resolution was offered by J. Trombley, seconded by M. Zurlo, to wit:

Resolution No. 05-22-02

RESOLUTION ACCEPTING THE DETERMINATION BY THE TOWN OF PERU PLANNING BOARD TO ACT AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE NORTHWAY SOLAR, LLC PROJECT AND ACKNOWLEDGING RECEIPT OF THE NEGATIVE DECLARATION ISSUED WITH RESPECT THERETO.

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 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 State of Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting 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 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”), the Agency has been informed that (A) the Town of Peru Planning Board (the “Planning Board”) was designated to act as the “lead agency” with respect to the Project and (B) on December 8, 2021 the Planning Board determined that that the Project will not have a “significant effect on the environment” and, therefore, that an “environmental impact statement” is not required to be prepared with respect to the Project and issued a negative declaration on December 8, 2021 with respect thereto (the “Negative Declaration”), which Negative Declaration is attached hereto as Exhibit A; and

WHEREAS, at the time that the Planning Board determined itself to be the “lead agency” with respect to the Project, it was not known that the Agency was an “involved agency” with respect to the Project, and, now that the Agency has become an “involved agency” with respect to the Project, the Agency desires to concur in the designation of the Planning Board as “lead agency” with respect to the Project, to acknowledge receipt of a copy of the Negative Declaration and to indicate that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will not have a “significant effect on the environment” pursuant to SEQRA;

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

Section 1. (A) The Agency has received copies of, and has reviewed, the Application, an environmental assessment form prepared by the Company and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, the Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project (as such quoted term is defined in SEQRA).

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will not have a “significant effect on the environment” pursuant to SEQRA (as such quoted phrase is used in SEQRA).

Section 2. 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	EXCUSED
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.

[Remainder of page left blank intentionally]

EXHIBIT A
NEGATIVE DECLARATION

- SEE ATTACHED -

Full Environmental Assessment Form
Part 3 - Evaluation of the Magnitude and Importance of Project Impacts
and
Determination of Significance

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

Reasons Supporting This Determination:

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

There were no items identified in Part 2 that were moderate or large impact.

Determination of Significance - Type 1 and Unlisted Actions

SEQR Status: Type 1 Unlisted

Identify portions of EAF completed for this Project: Part 1 Part 2 Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the
Town of Peru _____ as lead agency that:

A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: Robert & Cecille Moffat / Renua Energy, Inc.

Name of Lead Agency: Town of Peru

Name of Responsible Officer in Lead Agency: Richard Williams

Title of Responsible Officer: Planning Board Chairman

Signature of Responsible Officer in Lead Agency: *Richard Williams* Date: 12-08-2021

Signature of Preparer (if different from Responsible Officer) _____ Date: _____

For Further Information:
Contact Person: Bob Guynup
Address: 3036 Main Street, Peru, NY 12972
Telephone Number: 518-643-2745
E-mail: peruzoning@perutown.com

For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:
Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)
Other involved agencies (if any)
Applicant (if any)
Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

PRINT FULL FORM

PILOT Deviation Resolution

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

Resolution No. 05-22-03

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY 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 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 State of Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting 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 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 the 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 the Project will not have a “significant environmental impact on the environment” and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, in connection with the Application, the Company made a request to the Agency (the “Pilot Request”) that the Agency deviate from the Agency’s Uniform Tax Exemption Policy (the “Policy”) by providing for payment in lieu of taxes being based on the generating capacity of the Project Facility expressed in a dollar per MWAC calculations; and

WHEREAS, 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; and

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, 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”) no fewer than thirty (30) days prior written notice of the proposed deviation from the Policy and the reasons therefor; and

WHEREAS, pursuant to Section 856(15) of the Act, unless otherwise agreed by the Affected Tax Jurisdictions, payments in lieu of taxes must be allocated among the Affected Tax Jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each Affected Tax Jurisdiction had the Project Facility not been tax exempt due to the status of the Agency;

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

Section 1. Having considered both the Application and the Pilot Request, the Agency hereby authorizes the Executive Director of the Agency to send a written notice to the chief executive officers of each of the Affected Tax Jurisdictions informing them that the Agency is considering a proposed deviation from its uniform tax exemption policy with respect to the Project and the reasons therefore (in substantially the form of the draft of said letter attached hereto as Exhibit A), and soliciting any comments that such Affected Tax Jurisdictions may have with respect to said proposed deviation.

Section 2. 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	EXCUSED
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.

[Remainder of page left blank intentionally]

EXHIBIT A

PROPOSED FORM OF PILOT DEVIATION LETTER

DRAFT FOR DISCUSSION PURPOSES ONLY
DATED: MAY 4, 2022

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY
137 Margaret Street, Suite 209
Plattsburgh, New York 12901
Tel: 518-565-4627
Fax: 518-565-4616

May ____, 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.

In connection with the Application, the Company made a request to the Agency 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:**

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/year.
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: _____.

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.

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

Sincerely yours,

Molly F. Ryan
Executive Director

CCIDA Credit Card Governing Policy Review

At the April 11, 2022 CCIDA Board Meeting, the possibility of the CCIDA obtaining a credit card was discussed and it was agreed that a governing policy would be drafted by Counsel for review by the Board at the May 9, 2022 meeting. C. Canada has provided the Board with a draft Credit Card Policy. The draft policy was reviewed and it was agreed to go forward with obtaining a credit card for use by the Executive Director for the purposes outlined in the policy and with a credit limit established at \$5,000. It was agreed that this matter should be discussed and voted on by the CCIDA Governance Committee prior to being brought before the full Board for approval.

On a motion by J. VanNatten, and seconded by K. Defayette, the CCIDA meeting was adjourned at 12:26 p.m.

On a motion by J. Trombley, and seconded by M. Zurlo, the meeting was reconvened at 12:28 p.m.

M. Zurlo advised that the CCIDA Governance Committee had met and is recommending the issuance of a credit card for use by the CCIDA Executive Director as outlined in the Credit Card Policy.

Resolution Approving Credit Card Policy

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

Resolution No. 05-22-04

RESOLUTION ADOPTING CREDIT CARD POLICY OF THE COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of 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, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, the members of the Agency desire to approve a certain credit card policy (the "Credit Card Policy"); and

WHEREAS, as provided in the Agency's by-laws, the members of the Governance Committee of the Agency (the "Governance Committee") have reviewed the Credit Card Policy and made certain recommendations to the full board regarding the Credit Card Policy; and

WHEREAS, a copy of a draft Credit Card Policy has been presented to the members of the Agency and the members of the Agency have reviewed the draft of the Credit Card Policy at this meeting;

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

Section 1. The Agency hereby approves and confirms the Credit Card Policy, presented and reviewed by the members of the Governance Committee and the Agency, a copy of which is attached hereto as Schedule A.

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

Section 3. This resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

SCHEDULE A

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY CREDIT CARD POLICY

Effective: May 9, 2022

Purpose: To establish the policy and procedures for the use of a credit card or cards (collectively, the “Credit Card”) by the County of Clinton Industrial Development Agency (the “Agency”).

I. Introduction

It is commonplace for organizations to use credit cards for the convenience of making purchases on behalf of the organization. In some instances, purchases can only be made via a credit card – as manual checks are not accepted (i.e. hotel reservations, internet purchases). In order to simplify the process for purchasing certain items on behalf of the Agency, the following policy outlines the use of the Credit Card.

II. Authorization

A resolution (the “Resolution”) will be presented to the members of the Agency prior to the issuance of the Credit Card that authorizes the following:

- Approval of the issuance of the Credit Card and the type of Credit Card to be used;
- Identification of all authorized users of the Credit Card;
- Setting of appropriate credit limits on the Credit Card;
- Establishment of custody of the Credit Card when not in use;
- Permitted uses of the Credit Card;
- Establishment of internal controls for monitoring the use of the Credit Card;
- Approval process for the payment of charges on the Credit Card; and
- Establishment of a method to recoup unauthorized expenditures on the Credit Card.

The use of the Credit Card shall be in accordance with, and is not intended to circumvent, the Agency’s Procurement Policy or the Agency’s Travel Policy, respectively. The Agency shall be permitted to obtain and utilize the Credit Card as so authorized by the Resolution. In addition to the Agency itself, the individuals authorized to be issued the Credit Card are listed on Schedule A hereto, along with the credit limit authorized. Schedule A shall be updated as the individuals authorized and credit limits change. The Credit Card will be issued to the specific individuals listed on Schedule A hereto in order to help maintain accountability. Once issued, the Credit Card shall be locked in a lockbox located at the Agency’s office when not in use. If an individual is no longer designated as a cardholder, and/or leaves Agency employment, the Credit Card issued to this individual will be cancelled. As determined by the Resolution, only authorized personnel of the Agency may be assigned and use the Credit Card.

The Governance Committee of the Agency will evaluate the use of the Credit Card on a yearly basis to determine the continued need for the Credit Card and the nature and type of purchases being made.

III. Use of Credit Card

All purchases made on the Credit Card must comply with the Agency's Procurement Policy and the Agency's Travel Policy, respectively. The Credit Card may be used only for official business of the Agency to pay for actual and necessary expenses incurred in the performance of work-related duties for the Agency. The Credit Card may be used only for the following purchases:

- Hotel reservations;
- Rental car reservations;
- Training, conference, luncheons and seminar registrations;
- Meals for meetings in which the vendor will not accept a check; and
- Internet purchases where a vendor will not accept a check.

Personal expenses on the Credit Card are strictly prohibited. A credit card that allows cash advances or cash back from purchases is also prohibited. The Credit Card will be issued in the name and liability of the County of Clinton Industrial Development Agency, with the name of the individual authorized on the Credit Card.

The employee issued the Credit Card is responsible for its protection and custody and shall immediately notify the Treasurer of the Agency (the "Treasurer") if the Credit Card is lost or stolen. Employees must immediately surrender the Credit Card upon termination of employment. The Agency reserves the right to withhold the final payroll check and payout of accrued leave until the Credit Card is surrendered.

IV. Recordkeeping

The use of the Credit Card may be substantiated with a purchase order, receipts and documentation detailing the goods or services purchased, cost, date of the purchase and the official business explanation. Receipts and documentation must be submitted to the Treasurer following the purchase to reconcile against the monthly credit cards statement.

At the end of the each month, the Treasurer is to review the monthly card statement and reconcile it with the receipts and documentation received for that month. The Treasurer should determine that all purchases are supported by appropriate documentation – with any variances being promptly investigated. Any purchase/charge without appropriate supporting documentation requires a detailed explanation and description and the written approval of the Treasurer (or Chairperson of the Agency in the case of the absence of the Treasurer). Unauthorized or improper purchases will result in revocation of the Credit Card and discipline of the employee. The Agency shall also take appropriate action to recoup unauthorized or improper expenditures. Once the reconciliation is complete, the Treasurer will initial the reconciliation to show it has been completed.

Once the Credit Card has been reconciled, payment via check will be made. All purchases made with the Credit Card shall be paid for within the grace period to ensure that no interest charges or penalties will accrue.

SCHEDULE A

<u>Name</u>	<u>Title</u>	<u>Credit Limit Authorized</u>
Molly Ryan	Executive Director	\$5,000.00

Martindale Keysor & Co., PLLC Invoice

An invoice from Martindale Keysor & Co., PLLC in the amount of \$6,750 was presented to the Board for approval. This invoice is for 2021 audit services. This is a \$250 increase over last year's audit fee.

J. VanNatten made a motion to approve the Martindale Keysor & Co., PLLC invoice. The motion was seconded by J. Trombley. It was unanimously carried to approve the invoice.

Open Meeting Discussion – Consider Adopting a Resolution Regarding Remote Meetings

M. Ryan advised that the New York State Legislature has outlined changes in the Open Meetings Law which will allow meetings to be held virtually. This Law stipulates that a quorum of Board Members must attend the meeting in-person. C. Canada advised that a Resolution Regarding Remote Meetings will need to be adopted by the CCIDA, and in order for the CCIDA to conduct a hybrid Board Meeting on June 13, 2022, the Resolution will need to be voted on today. C. Canada advised that the Board could adopt a Remote Meeting Resolution verbally today. The Board verbally accepted a Remote Meeting Resolution. J. VanNatten asked if C. Canada could provide a list of acceptable reasons for Board Members to attend meetings remotely. C. Canada advised that this would be included in the Resolution. C. Canada further advised that a Public Hearing will need to be held prior to passing the CCIDA's Open Meetings Resolution.

NY Plattsburgh II, LLC Project Public Hearing Minutes

Minutes from the NY Plattsburgh II, LLC Public Hearing, held on May 4, 2022, were presented for acceptance by the Board.

On a motion by J. VanNatten, and seconded by K. Defayette, it was unanimously carried to accept the minutes from the NY Plattsburgh II, LLC Public Hearing.

Letter of Support for Clinton Community College Cannabis Workforce Development Grant

M. Ryan advised that Clinton Community College is applying for a SUNY Cannabis Workforce Development Grant and she was asked if the CCIDA would provide a letter of support. M. Zurlo stated that since cannabis is now legal in the State of New York, and it is the CCIDA's role to facilitate the growth of local industry, he believes we should provide the requested letter of support. M. Leta advised that he will abstain from voting on this matter since he is on the Board of Trustees for Clinton Community College.

On a motion by J. Trombley, and seconded by M. Zurlo, it was unanimously carried to provide a letter of support for the Clinton Community College Cannabis Workforce Development Grant submission.

Management Team Reports

Executive Director's Report

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

M. Ryan advised that she has been looking into how other New York State IDA's conduct business. She considers the Clinton County IDA to be rather unique when compared to other IDA's since the North Country Chamber of Commerce is a very strong economic development force within our region, which is not necessarily the case in many other counties. M. Ryan indicated that the Chamber is consistently sponsoring and participating in various events and in other counties it is typically the IDA taking that initiative. M. Ryan asked the Board to consider things that the IDA might potentially become involved, sponsor and/or attend in order to show support for our business community. M. Ryan also stated that the IDA is in a strong financial position and

might want to think about how it can support smaller businesses within the County. Currently, the IDA is setup to primarily assist bigger companies who can afford the \$1,500 application fee and the legal fees incurred. M. Ryan asked the Board to consider how the Agency might do a better job of supporting the small business community.

J. VanNatten indicated that there are many resources available to small businesses other than going to a bank for funding; however, these resources are often unknown to these businesses. J. VanNatten indicated that years ago, the Technical Assistance Center at Clinton Community College put together a reference book of resources available to small businesses. It was suggested that M. Ryan contact Victoria Duley, Executive Director at the Adirondack Economic Development Corporation, who was previously associated with CCC, as she might know if there is a listing of funding resources available.

T. Trahan asked if money could be transferred from the CCIDA to the CCCRC to use to fund bond projects. C. Canada advised that it was possible. M. Ryan indicated that after attending the IDA Academy last week, she realizes that the CCIDA Mission Statement needs to be reviewed and updated.

Champlain Hudson Power Express (CHPE) Update

C. Canada was asked for an update on the CHPE closing. He indicated that he had a conversation with CHPE's lawyers and they are close to having the documentation ready to close by the end of May. However, the IDA fee and how it is going to be paid remains a sticking point. C. Canada advised that initially the IDA had asked that 100 percent of their fee be paid at closing. He clarified that by closing, he means that all the documents will be signed, escrowed and then "put on a shelf" until the construction financing is in place. CHPE indicated that paying 100 percent of the CCIDA's administration fee would not be possible. C. Canada then advised that the IDA would accept 25 percent of their fee at closing. CHPE has not accepted this offer. M. Ryan has a telephone call scheduled with CHPE to discuss further.

AES Clean Energy (Formerly Noble Altona)

M. Ryan attended an open house on May 4, 2022 for this Project. She advised that AES is planning to repower the windpark which will include replacing some of the infrastructure, such as installing bigger blades. The company is currently working with the Town of Altona on zoning issues. M. Ryan advised that AES is exploring renewal of their PILOT agreement with the CCIDA.

TDC, NNY

M. Ryan advised that she attended the groundbreaking ceremony for TDC's newest Project located on the Tom Miller Road. C. Canada advised that closing on this Project is anticipated to occur within the next week or two.

There being no further business to discuss, on a motion by J. Trombley, and seconded by J. VanNatten, the meeting adjourned at 1:06 p.m.


Trent Trahan, Chairperson