

**Minutes of the Meeting of the  
County of Clinton Industrial Development Agency  
October 5, 2015**

The meeting was called to order by T. Trahan, Chairperson, at 12:06 p.m., at the offices of the County of Clinton Industrial Development Agency, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present:           Trent Trahan, Chairperson  
                                  David Hoover, Vice Chairperson  
                                  Michael Zurlo, Secretary  
                                  Kim Murray, Assistant Secretary  
                                  Mark Leta, Member  
                                  John VanNatten, Member

Members Excused:         Keith Defayette, Treasurer and CFO

Others Present:           Roseanne Murphy, Executive Director  
                                  George Cregg, Esq., Agency Counsel  
                                  Barbara Shute, Recording Secretary

T. Trahan declared that a *quorum* was present.

T. Trahan waived the reading of the notice of the meeting published in the *Press-Republican* on December 8, 2014.

Public Comment:

Bills and Communications:

1. 2015 Annual Allocation Adjustment Report:

R. Murphy noted that the agency is required to file an annual Allocation Adjustment Report with the NYS Department of Economic Development. The report was submitted on October 1, 2015.

2. Request for PILOT Billing Adjustment – Northstar 41, LLC.

R. Murphy noted that the Agency had received a letter from W. Favro, Esq., legal counsel for Northstar 41, LLC. The company received a PILOT bill for their school taxes which did not reflect the PILOT Deviation regarding the land portion of the taxes. R. Murphy is working with the Clinton County Treasurer on this matter.

3. Request for Information from Clinton County Regarding CCIDA Insurance Coverage:

The County requested information from the Agency to prepare their 2016 liability insurance application. The information was submitted to the County on September 22, 2015.

## Treasurer's Report

### CCIDA:

The account balance at 9/30/15 was \$166,705.63

No Income reported for September:

### **Balance Sheet:**

There is \$0 remaining in the CIDA, LLC's bank account.

### **Income Statement:**

The income statement shows the expenses that were approved during the month of September.

The "net income or loss" for each month will be for expenses for administering the CCIDA.

Expenses paid in August:

TDC- Admin fee	\$7,074.75
Total Expenses	\$7,074.75

On a motion by J. VanNatten and seconded by K. Murray, it was unanimously carried to approve the treasurer's report as presented by C. Jabaut.

Reports of the Committees: None

Project Monitoring: No Updates

### Project Status:

R. Murphy noted that she is in the process of completing annual visits with all active projects. Thus far, 13 projects have been reviewed with sponsors to determine current status and examine any anticipated issues. The remaining seven projects have been contacted. Annual visits will be completed before the end of November. These contacts are noted in the monthly project monitoring report and will be reviewed in depth with the IDA in the 1<sup>st</sup> quarter of 2016.

R. Murphy noted that staff is working to identify all projects with underpayments/overpayments and her plan is to work with the County Treasurer and other involved parties to resolve the issues. There has been good cooperation between the IDA, County Treasurer's office with the goal of facilitating resolutions that satisfy all parties.

R. Murphy will also be working with the County to determine all CCIDA properties that are still on Section 8 of the exempt tax rolls. County Treasurer, Kimberly Davis, has been amenable and willing to work with the CCIDA to improve communication and cooperation between the two agencies, as has been the County Real Property Office

Old Business: None

New Business:

1. Reconveyances:

R. Murphy stated that the Agency is in the process of contacting the following projects whose abatement period ends within the next six months and the reconveyance process will be initiated: PARC EDC 1 & 2; PARC PBC; Mental Retardation Services, Inc. The Champlain Plastics PILOT ended on July 2014. The reconveyance documents had been held in escrow by Hodgson Russ until that date and the project has since been reconveyed.

2. Review 2016 CCIDA Budget

C. Jabaut reviewed the proposed budget for 2016 with the members.

R. Murphy noted that the Agency is seeking approval to post the proposed budget to PARIS. Once the IDA acts on this matter, the official copy of the budget will be sent with M. Zurlo to be posted at the Clinton County Government Center for 30 days. The final budget will be reviewed and adopted by the Agency at the December meeting.

Action Items:

1. Vote: Consider a resolution to reconvey the PARC EDC (1 and 2) Project

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

Resolution No. 10-15-01

RESOLUTION AUTHORIZING RECONVEYANCE OF THE  
PLATTSBURGH AIRBASE REDEVELOPMENT CORPORATION –  
EDC PROJECT AND THE EXECUTION OF RELATED DOCUMENTS.

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 warehousing facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, on or about March 9, 2001 (the "EDC Closing Date"), the Agency closed on a transaction (the "Transaction") involving (A) the acquisition by the Agency, pursuant to a lease agreement executed by the United States Air Force ("USAF") on November 9, 2000 and by the Agency on March 9, 2001 (the "EDC Lease in Furtherance of Conveyance"), of a leasehold interest in (1) approximately 842 acres of land (including property located east of U.S. Route 9 and commonly known as the "Old Base" and certain industrial and office facilities, former family housing, open space, and related infrastructure) (collectively, the "EDC Land" ), which EDC Land comprised a portion of an approximately 3,407 acre parcel of land and related easements and rights of way known as the former Plattsburgh Air Force Base located in the City of Plattsburgh and the Town of Plattsburgh, Clinton County, New York (the "Airbase Land"), together with all existing buildings (over 1,000 existing buildings) containing in the aggregate more than 3,800,000 square feet of space and related utilities and appurtenances located thereon (collectively, the "Airbase Facility", and collectively with the Airbase Land, the "Airbase Project Facility"), and (2) all existing buildings located on the EDC Land (collectively, the "EDC Facility", and collectively with the EDC Land, the "EDC Project Facility"), (B) the lease of the EDC Project Facility to Land Plattsburgh Airbase Redevelopment Corporation (the "Company") pursuant to a lease agreement dated as of January 1, 2001 (the "EDC Lease Agreement") by and between the Agency and the Company relating to the EDC Project Facility, (C) the execution and delivery by the Company and the Agency of a payment in lieu of tax agreement dated as of January 1, 2001 (the "Initial Payment in Lieu of Tax Agreement") by and among the Agency, the Company, the County Treasurer of the County of Clinton (the "County Treasurer"), and the Plattsburgh City School District (the "City School District"), the Peru Central School District (the "Peru School District"), the City of Plattsburgh (the "City"), the Town of Plattsburgh (the "Town"), and the County of Clinton (the "County") (the City School District, the Peru School District, the City, the Town and the County being collectively referred to as the "Taxing Entities"), as amended by a first amendment to payment in lieu of tax agreement dated as of January 1, 2003 (the "First Amendment to Payment in Lieu of Tax Agreement" and collectively with the Initial Payment in Lieu of Tax Agreement, the "Payment in Lieu of Tax Agreement") whereby the Company agreed to make certain payments in lieu of taxes with respect to portions of the Airbase Project Facility, and (D) the execution and delivery by the Company and the Agency of a mortgage dated as of January 1, 2001 (the "Pilot Mortgage")

from the Agency and the Company to the County Treasurer, as agent for the Taxing Entities, creating a mortgage lien on the Agency's interest in the Airbase Project Facility as security for the Initial Payment in Lieu of Tax Agreement (the above-enumerated documents being collectively referred to as the "Basic Documents"); and

WHEREAS, per the Basic Documents and the correspondence attached hereto as Exhibit A, the Project is being terminated and reconveyed to the Company (the "Reconveyance"); and

WHEREAS, in connection with the Reconveyance, the Agency and the Company will execute certain documents to evidence the Reconveyance, including a deed to Company dated as of the date of the Reconveyance (collectively, the "Reconveyance Documents"); and

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

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

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

Section 1. Based upon an examination of the Reconveyance, the Agency hereby determines that the Reconveyance constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Reconveyance.

Section 2. Subject to (A) approval of the form of the Reconveyance Documents by Agency counsel, (B) evidence satisfactory to the Agency that (i) all payments in lieu of taxes and other local fees and assessments relating to the Project Facility have been paid by the Company and (ii) the evidence that the Agency has been removed as a party to the Pilot Mortgage and any other security documents and (C) receipt by the Chairman of the Agency's administrative fee and counsel fees relating to the Reconveyance, the Agency hereby authorizes the execution by the Agency of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Reconveyance Documents to the Company, 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 substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Reconveyance. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, and counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>EXCUSED</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

2. Vote: Consider a resolution to reconvey the PARC PBC Project

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

Resolution No. 10-15-02

RESOLUTION AUTHORIZING RECONVEYANCE OF THE LEASE TRANSACTION BETWEEN THE COUNTY OF CLINTON AND COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY (A/K/A PLATTSBURGH AIRBASE REDEVELOPMENT CORPORATION – PBC) AND THE EXECUTION OF RELATED DOCUMENTS.

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 warehousing facilities, among others,

for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, on or about February 28, 2003 (the "Closing Date"), the Agency undertook the following project (the "Project") for the benefit of Clinton County (the "County") consisting of the following: (A) the acquisition of a leasehold interest from the County of Clinton, New York (the "County") in certain property (the "Leased Premises") comprising of a portion of the property conveyed to the County (the "County Project Facility") by the United States Air Force ("USAF") pursuant to Lease No. RPA-PLA-12-03-0101 (the "Master Lease") between the USAF, as landlord, and the County, as tenant, which County Project Facility is a portion of an approximately 3,407 acre parcel of land and related easements and rights of way known as the former Plattsburgh Air Force Base located in the City of Plattsburgh and the Town of Plattsburgh, Clinton County, New York (the "Airbase Land"); and (B) the appointment of the County as agent of the Agency to manage the Leased Premises on behalf of the Agency; and

WHEREAS, in connection with the Closing, the Agency and County entered into (A) a lease agreement dated as of February 1, 2003 (the "Lease to Agency") between the County, as landlord, and the Agency, as tenant, relating to the certain property leased by the County pursuant to Lease No. RPA-PLA-12-03-0101 between the United States Air Force, as landlord, and the County (the "Additional Leased Premises"), (B) an assignment dated as of February 1, 2003 (the "Assignment to Agency") between the County, as assignor, and the Agency, as assignee, assigning to the Agency any and all leases (the "Subleases") relating to the Additional Leased Premises, including the rents and all other payments payable by the tenants under said Subleases (the "Tenants"), (C) a payment in lieu of tax agreement dated as of February 1, 2003 (the "Payment in Lieu of Tax Agreement") between the Agency, as limited obligation obligor, and the County, as recipient on behalf of the relevant county and each city, town, village and school district in which the Additional Leased Premises are or are to be located, (D) a management agreement dated as of February 1, 2003 (the "Management Agreement") between the Agency, as landlord, and the County, as manager, pursuant to which the County agreed to manage the Additional Leased Premises, including the Subleases, and (E) various documents related to the foregoing (collectively with the Lease to Agency, the Assignment to Agency, the Payment in Lieu of Tax Agreement and the Management Agreement, the "Basic Documents"); and

WHEREAS, per the Basic Documents and the correspondence attached hereto as Exhibit A, the Project is being terminated and reconveyed to the County (the "Reconveyance"); and

WHEREAS, in connection with the Reconveyance, the Agency and the County will execute certain documents to evidence the Reconveyance (collectively, the "Reconveyance Documents"); and

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

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

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

Section 1. Based upon an examination of the Reconveyance, the Agency hereby determines that the Reconveyance constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Reconveyance.

Section 2. Subject to (A) approval of the form of the Reconveyance Documents by Agency counsel, (B) evidence satisfactory to the Agency that (i) all payments in lieu of taxes and other local fees and assessments relating to the Project Facility have been paid by the Agency and (ii) evidence that the Agency has been removed as a party to the Basic Documents and any other security documents and (C) receipt by the Chairman of the Agency's administrative fee, if any, and counsel fees relating to the Reconveyance, the Agency hereby authorizes the execution by the Agency of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Reconveyance Documents to the County, 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 substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Reconveyance. Agency Counsel for the Agency is hereby authorized, at the expense of the County/Agency, to work with the County, and counsel to the County, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>EXCUSED</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.



3. Vote: Consider a resolution to reconvey the Mental Retardation Services, Inc. Project

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

Resolution No. 10-15-03

RESOLUTION AUTHORIZING RECONVEYANCE OF THE MENTAL RETARDATION SERVICES, INC. PROJECT AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, County of Clinton Industrial Development Agency (the "Issuer") 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 warehousing 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 Issuer is authorized and empowered under the Act to issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more "projects" (as defined in the Act), to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on December 21, 1999, the Issuer issued its Civic Facility Revenue Bond (Mental Retardation Services, Inc. Project), Series 1999A in the principal amount of not to exceed \$700,000 (the "Bond") to finance a portion of the following project (the "Project") for the benefit of Mental Retardation Services, Inc. (the "Company"): (A) (1) the acquisition of an approximately 6 acre parcel of land located on Tom Miller Road in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 14,400 square foot building (the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute a facility to be leased by the Company to the NYSARC, Inc., acting on behalf of its Clinton County Chapter (the "Tenant") to be operated by the Tenant as a job placement and job training facility for the developmentally disabled and related activities (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the financing of all or a portion of the costs of the foregoing by the issuance of the Bond; and (C) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales taxes, real property transfer taxes, transfer gains taxes, mortgage recording taxes and real estate taxes (collectively with the Bond, the "Financial Assistance"); and (D) the sale of the Project Facility to the Company pursuant to the terms of an installment sale agreement dated as of December 1, 1999 (the "Installment Sale Agreement") by and between the Issuer and the Company; and

WHEREAS, simultaneously with the issuance of the Bond, (A) the Company and the Issuer executed and delivered a certain lease agreement dated as of December 1, 1999 (the "Lease to Issuer") by and between the Company, as landlord, and the Issuer, as tenant, pursuant to which the Company agreed to lease the Land and the Facility to the Issuer for a term ending on the completion of the Project, and (B) the Company executed and delivered (1) a certain license agreement dated as of December 1, 1999 (the "License to Issuer") by and between the Company, as licensor, and the Issuer, as licensee, pursuant to which the Company granted to the Issuer a license to enter upon the Land for the purpose of undertaking and completing the Project and, in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Land for the purpose of pursuing its remedies under the Installment Sale Agreement, and (2) a bill of sale dated as of December 1, 1999 (the "Bill of Sale to Issuer") from the Company to the Issuer, pursuant to which the Company conveyed to the Issuer its interest in the portion of the Project Facility constituting fixtures and other personal property; and

WHEREAS, simultaneously with the issuance of the Bond, the Company executed and delivered a bond purchase and building loan agreement dated as of December 1, 1999 (the "Bond Purchase Agreement") by and among the Issuer, the Company and Glens Falls National Bank and Trust Company as original purchaser of the Bond (the "Holder"); and

WHEREAS, to secure the Bond, the Issuer executed and delivered to the Holder a pledge and assignment dated as of December 1, 1999 (the "Pledge and Assignment"), which Pledge and Assignment assigned to the Holder certain of the Issuer's rights under the Installment Sale Agreement; and

WHEREAS, to further secure the Bond, the Company and the Issuer executed and delivered to the Holder (A) a mortgage dated as of December 1, 1999 (the "Mortgage"), which Mortgage granted to the Holder a lien on and security interest in the Project Facility and (B) an assignment of leases and rents dated as of December 1, 1999 (the "Assignment of Rents"), which Assignment of Rents assigned to the Holder all interest of the Issuer and the Company in all leases affecting the Project Facility and the rents payable thereunder; and

WHEREAS, the (A) Company's obligation (1) to make all installment purchase payments under the Installment Sale Agreement and (2) to perform all obligations related thereto and (B) Issuer's obligation to repay the Bond was further secured by a guaranty dated as of December 1, 1999 (the "Guaranty") from the Company and the Tenant to the Holder; and

WHEREAS, as the Bond has matured and the Project is complete, pursuant to Section 5.2 of the Installment Sale Agreement and per the above enumerated documents, collectively, the "Financing Documents" and the correspondence attached hereto as Exhibit A, the Project is being terminated and reconveyed to the Company (the "Reconveyance"); and

WHEREAS, in connection with the Reconveyance, the Issuer and the Company will execute certain documents to evidence the Reconveyance, including a deed to Company dated as of the date of the Reconveyance (collectively, the "Reconveyance Documents"); and

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

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

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

Section 1. Based upon an examination of the Reconveyance, the Issuer hereby determines that the Reconveyance constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Issuer has no further responsibilities under SEQRA with respect to the Reconveyance.

Section 2. Subject to (A) approval of the form of the Reconveyance Documents by Issuer counsel, (B) evidence satisfactory to the Issuer (i) that the Bond has been redeemed or cancelled, (ii) that the Mortgage, the Assignment of Rents, the Guaranty and the Pledge and Assignment have been discharged, and (iii) that all payments in lieu of taxes and other local fees and assessments relating to the Project Facility have been paid by the Company, if applicable and (C) receipt by the Chairman of the Issuer's administrative fee and counsel fees relating to the Reconveyance, the Issuer hereby authorizes the execution by the Issuer of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Issuer is hereby authorized to execute and deliver the Reconveyance Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. The law firm of Hodgson Russ LLP is hereby appointed Issuer Counsel to the Issuer with respect to all matters in connection with the Reconveyance. Issuer Counsel for the Issuer is hereby authorized, at the expense of the Company, to work with the Company, and counsel to the Company, and others to prepare, for submission to the Issuer, all documents necessary to effect the transactions contemplated by this Resolution.

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	EXCUSED
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

4. Vote: Approve Proposed 2016 CCIDA Budget for Posting on PARIS

T. Trahan asked for a motion to approve posting the proposed budget to PARIS

On a motion by J. VanNatten and seconded by M. Leta, it was unanimously carried to approve the posting of the proposed 2016 CCIDA Budget on PARIS.

Executive Director's Report

R. Murphy noted that the SUNY Plattsburgh Startup NY program has requested that the IDA/CRC allow the entire Northstar 41 LLC, Chazy facility to be brought into their StartUp NY program. George Cregg has reviewed draft contracts and staff is still in the process of collecting a clearer picture of what the IDA options could be. Because of NorthStar's unique location adjacent to Miner Institute and its affiliation with SUNY Plattsburgh, the opportunity exists to bring this facility into the StartUp NY program.

Facilities that are in IDA 'ownership' can be included in the program. In Clinton County, StartUp NY sites are located at SUNY Plattsburgh and Clinton Community College.

Northstar is hoping to use the StartUp NY program benefits to draw tenants to the Northstar facility in Chazy.

R. Murphy stated that the CCIDA would be involved since the NorthStar property currently is under an IDA PILOT, making the property tax exempt, a StartUp NY program requirement. There could be some advantages to being involved including an opportunity for some indirect marketing for the IDA. There was general consensus among IDA Members present to further investigate this opportunity.

With no other items to discuss the meeting was adjourned at 1:02 pm.



Trent Trahan, Chairperson