

**Minutes of the Meeting of the
County of Clinton Industrial Development Agency
January 20, 2016**

The meeting was called to order by D. Hoover, Vice Chairperson, at 12:10 p.m., at the offices of the County of Clinton Industrial Development Agency, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present: David Hoover, Vice Chairperson
 Keith Defayette, Treasurer and CFO
 Michael Zurlo, Secretary
 Mark Leta, Member
 John VanNatten, Member

Excused: Trent Trahan, Chairperson
 Kim Murray, Assistant Secretary

Others Present: Roseanne Murphy, Executive Director
 George Cregg, Esq., Agency Counsel
 Barbara Shute, Recording Secretary
 Dan Mannix, Beekmantown Central School (BCSD)
 Joe Rossignoli, Vermont Green Line/National Grid
 Mike Relyea, Vermont Green Line
 Kevin McAuliffe, Vermont Green Line
 Donald Budman, Legal Counsel, BCSD
 Jina Baker, Public Participant

D. Hoover declared that a *quorum* was present.

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

D. Hoover welcomed the guests to the meeting.

Reading and Consideration of the Draft Minutes of the CCIDA meeting of December 14, 2015:

D. Hoover waived the reading of the minutes of the December 14, 2015 regular meeting. He asked if there were any questions or discussion regarding the draft minutes, there were none. On a motion by K. Defayette and seconded by M. Zurlo, it was unanimously carried to approve the minutes of the December 14, 2015 regular meeting, as presented.

Public Comment: D. Mannix, Superintendent, BCSD stated that he wanted to thank the CCIDA and the company for including BCSD in the negotiations regarding this proposed PILOT agreement and for postponing the regular CCIDA meeting to allow the Board of Education of BCSD to walk away comfortable with the decisions that have been made.

Treasurer's Report

CCIDA:

The account balance at 12/31/15 was \$149,928.63

Income \$1500 - application fee from Vermont Green Line, Devco, LLC.

Balance Sheet:

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

Income Statement:

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

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

Expenses paid in December:

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

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

Reports of the Committees:

K. Defayette stated that the committee met and voted to recommend to the Board to engage the audit firm of Martindale Keysor to complete the 2015 annual audit for the Agency.

The committee also discussed migrating the website to a new platform that can be maintained in house. That discussion was tabled until the next meeting to allow staff to obtain a second quote as mandated by the procurement policy.

On a motion by M. Leta and seconded by J. VanNatten, it was unanimously carried to accept the audit committee report and presented.

Project Monitoring:

R. Murphy noted that there has been no change in the status of any projects since last month. She did explain that she has spoken with a NYSEG representative and obtained a new contact to get information for the annual audit.

The updates to the project monitoring report will begin once the information from the audit has been received.

Project Status:

R. Murphy stated that the Hudson Headwaters project closed and the project fees went to the CRC. As per the administrative services contract, a portion of the fees went to TDC.

M. Zurlo asked if the CRC would need to transfer that money over to the CCIDA. G. Cregg explained that there is more flexibility in how the money is spent if the funds stay with the CRC. If there is ever a need for the money, then the CCIDA would need to enter into an administrative services agreement with the CRC to facilitate the transfer of funds.

Regarding Laurentian Aerospace, the potential funding for this project has been delayed until possibly April, 2016. Any further action has been postponed until clarification of the funding has been received.

Old Business:

TDC/IDA Contract Amendment Status

R. Murphy noted that the section regarding the need to give notice and the timeframe for that notice was inadvertently left out of the new CCIDA contract. This has since been corrected.

Start Up NY Subsidiary

R. Murphy explained that the Agency is waiting for a final answer from the SUNY Legal Counsel to see if the proposed amendment to the agreement has been accepted.

Vermont Green Line Project

R. Murphy noted that there has been considerable activity on this project since the last meeting. The public hearing was held on January 7th and there were seven people in attendance including D. Mannix, Superintendent BCSD and several representatives from the project. There have been several meetings with the taxing jurisdictions with the objective of providing them with the necessary information to arrive at a consensus by all on the project.

There were additional conditions that the taxing jurisdictions wanted included in the PILOT agreement and those twelve conditions were used to develop Exhibit B.

In the end there were no objections from local taxing jurisdictions with the amended terms of the PILOT Deviation.

D. Budman commented that BCSD fully supports the project with the conditions that have been added and they are comfortable with the income stream.

M. Zurlo commented that the negotiations with the project representatives have been cordial and forthright.

There are still conversations between the project and the Town regarding a Host Community Agreement. There will be a presentation to the town council to propose the framework for a road use permit and in February there will be a public information meeting to present the project in more detail.

There was some concern noted about the power going “one way”. J. Rossignoli stated that the company has made applications to the respective ISO’s to address the issue. The technology that exists will allow the power to travel in either direction. Steps necessary to develop a protocol to address the need for power in the event of an emergency will be part of the public service commission process.

New Business:

1. Request from Columbia Care:

R. Murphy state that the Agency has received two “borderline” projects in terms of benefits. She is not asking for the members to vote at this time, she is only looking for a consensus on how and if to proceed. Both projects will bring very few jobs to the area and both will also benefit the region and not just Clinton County.

Columbia Care is a medical marijuana distribution facility. The company spoke with R. Murphy two months ago. At that time, the company said their project could create between 3 to 5 jobs; that they would be spending up to \$500,000 to renovate their offices; that they had already secured a location in Plattsburgh and planned on opening in January. The UTEP scoring on this limited information was 5 or a category 1 benefit, which is a 0% of exemption.

M. Zurlo noted that he had attended an open house for the Columbia Care project and they are “good” people. In his opinion he does not see this as an IDA project because the company does not need the help.

Borrego Solar is a solar project in Champlain. The plan is to develop a 2.8MWdc / 2.0MWac system. They have a 25-year power purchase agreement signed with Whiteface Mountain which is owned and operated by New York State Development Authority, to purchase all kWh's produced by this system in Champlain. ORDA signed this agreement with the company to meet their operating budget and carbon goals. The total project cost is roughly \$6 million, potentially eligible cost items may be \$2.5 million. Only half of one permanent job will be created by this project. The UTEP scoring of this project was 6, or eligible for category 1 or 0% exemptions. They can withstand some property tax, but not much, assuming NYSEG interconnection costs meet

the company's projections. The fate of the project is the real property and sales tax determinations.

The pros for this project include the development of an alternative energy production facility. It is providing cost effective, alternative energy to a major winter sports attraction in the region which employs up to 300 seasonal jobs. It is supporting a public purpose organization.

This is a marginally eligible project, and technically the direct benefit is in Essex County, not in Clinton County.

Regarding Borrego Solar, M. Zurlo felt that this project is worthy to come and make a presentation to the members to explain what their economic development benefit would be to the region.

After some discussion the consensus was to have Borrego Solar make a presentation to the Board.

Action Items:

1. Consider Approval of Final SEQR Resolution:

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

Resolution No. 01-16-07

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF VERMONT GREEN LINE DEVCO, LLC IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA 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 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, Vermont Green Line Devco, LLC, a Delaware 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 5 acre portion of an approximately 262 acre parcel of land located at 82 Jersey Swamp Road (Tax Map # 179.-4-1.1) in the Town of Beekmantown, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 37,500 square foot converter station (the "Facility"), (3) the installation of approximately nine miles of transmission cable through various public roads and waterways located in the Town of Beekmantown, Clinton County, New York (collectively, the "Cable") and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility, the Cable and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an high-voltage-direct-current electricity line to transmit wind and hydro power and other directly and indirectly related activities; (B) 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 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 December 14, 2015 (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 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 December 22, 2015 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the public hearing to be posted on December 22, 2015 on a bulletin board located at the Town Hall of the Town of Beekmantown, Clinton County, New York as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on December 26, 2015 in the Press Republican, a newspaper of general circulation available to the residents of Town of Beekmantown, Clinton County, New York, (D) conducted the Public Hearing on January 7, 2016 at 10:00 a.m., local time at the Town of Beekmantown Offices located at 571 Spellman Road in the Town of Beekmantown, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Hearing Report") which fairly summarized the views presented at said Public Hearing and distributed same 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 December 14, 2015 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project (an "EAF") from the Company, to review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project, and (2) that, the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such

“involved agencies” were interested in undertaking a coordinated review of the Project and, if so, designating a “lead agency” with respect to the Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, pursuant to the Application, as this Project falls under the realm of the Public Service Law, the Project appears to constitute a “Type II action” (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required 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 has received copies of, and has reviewed, the Application and other materials submitted to the Agency by the Company with respect thereto (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, and based further upon the Agency’s knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

(A) The project (the “Project”) consists of the following: (A)(1) the acquisition of an interest in an approximately 5 acre portion of an approximately 262 acre parcel of land located at 82 Jersey Swamp Road (Tax Map # 179.-4-1.1) in the Town of Beekmantown, Clinton County, New York (the “Land”), (2) the construction on the Land of an approximately 37,500 square foot converter station (the “Facility”), (3) the installation of approximately nine miles of transmission cable through various public roads and waterways located in the Town of Beekmantown, Clinton County, New York (collectively, the “Cable”) and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”) (the Land, the Facility, the Cable and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an high-voltage-direct-current electricity line to transmit wind and hydro power and other directly and indirectly related activities; (B) 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 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.

(B) The Project is an action requiring a certificate of environmental compatibility and public need under article VII, VIII or X of the Public Service Law and the consideration of, granting or denial of any such certificate.

Section 2. Based upon the foregoing, the Agency makes the following findings and determinations with respect to the Project:

(A) Pursuant to Section 617.5(c)(35) of the Regulations, the Project is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations.

Section 3. The Executive Director of the Agency is hereby directed to file a copy of this Resolution with respect to the Project in the office of the Agency.

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	EXCUSED
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	EXCUSED
Mark Leta	VOTING	__ABSTAIN__
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

2. Consider authorizing the Vermont Green Line project's PILOT Deviation as modified:

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

Resolution No. 01-16-08

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 VERMONT GREEN LINE DEVCO, 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, Vermont Green Line Devco, LLC, a Delaware 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 5 acre portion of an approximately 262 acre parcel of land located at 82 Jersey Swamp Road (Tax Map # 179.-4-1.1) in the Town of Beekmantown, Clinton County, New York (the "Land"),

(2) the construction on the Land of an approximately 37,500 square foot converter station (the "Facility"), (3) the installation of approximately nine miles of transmission cable through various public roads and waterways located in the Town of Beekmantown, Clinton County, New York (collectively, the "Cable") and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility, the Cable and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an high-voltage-direct-current electricity line to transmit wind and hydro power and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on December 14, 2015 (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 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 December 22, 2015 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the public hearing to be posted on December 22, 2015 on a bulletin board located at the Town Hall of the Town of Beekmantown, Clinton County, New York as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on December 26, 2015 in the Press Republican, a newspaper of general circulation available to the residents of Town of Beekmantown, Clinton County, New York, (D) conducted the Public Hearing on January 7, 2016 at 10:00 a.m., local time at the Town of Beekmantown Offices located at 571 Spellman Road in the Town of Beekmantown, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Hearing Report") which fairly summarized the views presented at said Public Hearing and distributed same 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 December 14, 2015 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project (an "EAF") from the Company, to review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project, and (2) that, the Agency wished to investigate the advisability of undertaking a

coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other “involved agencies” for the purpose of ascertaining whether such “involved agencies” were interested in undertaking a coordinated review of the Project and, if so, designating a “lead agency” with respect to the Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, further pursuant to SEQRA, by resolution adopted by the members of the Agency on January 20, 2016 (the “Final SEQR Resolution”), the Agency determined that the Project constituted a “Type II action” (as such quoted term is defined under SEQRA), and therefor that no further action with respect to the Project was required under SEQRA; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility; and

WHEREAS, the Company has indicated that (A) the Proposed Deviation is necessary to enable the Company to make a competitive response to a Request for Proposals dated November 12, 2015 (the “Request for Proposals”) promulgated by certain state agencies and electric distribution companies in Connecticut, Massachusetts and Rhode Island and (B) if the Company’s proposal is not selected as one of the winning responses to the Request for Proposals, the Project will not be built; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency’s uniform tax exemption policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the “Affected Tax Jurisdictions”) written notice of the proposed deviation from the Agency’s uniform tax exemption policy and the reasons therefor 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 December 14, 2015, the members of the Agency adopted a resolution (the “Resolution Authorizing Pilot Deviation Notice Letter”) which authorized the Executive Director to notify the Affected Tax Jurisdictions of the proposed deviation from the Agency’s uniform tax exemption policy in connection with the Project, which proposed deviation is outlined in the letter dated January 4, 2016 (the “Pilot Deviation Notice Letter”), a copy of which Pilot Deviation Notice Letter is attached hereto as Exhibit A; and

WHEREAS, by the Pilot Deviation Notice Letter the Executive Director notified the chief executive officers of the Affected Tax Jurisdictions of a proposed deviation from the Agency’s uniform tax exemption policy with respect to the Project (the “Proposed Deviation”) 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 Notice 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 (1) determines to deviate from the Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Notice Letter, and (2) approves a deviation from the Agency's uniform tax exemption policy with respect to the Project, the terms of such deviation to be as described in the Pilot Deviation Notice Letter, but amended as required to conform to the revised terms and other criteria discussed with the Affected Tax Jurisdictions, a copy of which revised terms and other criteria are attached hereto as Exhibit B.

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairperson (or Vice Chairperson) of the Agency, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairperson (or Vice Chairperson), the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Payment in Lieu of Tax Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Payment in Lieu of Tax Agreement binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

3. Authorize Proceeding with the CCIDA Audit:

On motion by M. Zurlo and seconded by J. VanNatten, it was unanimously approved to engage the firm of Martindale-Keysor for the 2015 CCIDA Audit.

Executive Director's Report

R. Murphy noted that she is pleased that all of the meetings with Vermont Green Line and the taxing jurisdictions culminated in general satisfaction with the process and recommendations supporting the project.

On a motion M. Zurlo, seconded by K. Defayette the members went into Executive Session for the purpose of discussing real estate negotiations and all non-IDA members left the meeting at 1:00pm.

On a motion by K. Defayette and seconded by M. Zurlo the members came out of Executive Session at 1:43pm, no actions were taken during the session.

The meeting was adjourned at 1:44pm.



Trent Trahan, Chairperson