

**Minutes of the Meeting of the  
County of Clinton Industrial Development Agency  
March 28, 2016**

The meeting was called to order by D. Hoover, Chairperson, at 12:40 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  
                                  Michael Zurlo, Secretary  
                                  Kim Murray, Assistant Secretary  
                                  Mark Leta, Member  
                                  John VanNatten, Member

Excused:                     Trent Trahan, Chairperson  
                                  Keith Defayette, Treasurer and CFO

Others Present:             Roseanne Murphy, Executive Director  
                                  George Cregg, Esq., Agency Counsel  
                                  Barbara Shute, Recording Secretary  
                                  Rick Martindale, Auditor Martindale and Keysor  
                                  Christine Jabaut, TDC Comptroller

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 February 12, 2016.

Reading and Consideration of the Draft Minutes of the CCIDA meeting of February 8, 2016:

D. Hoover waived the reading of the minutes of the February 8, 2016 regular meeting. He asked if there were any questions or discussion regarding the draft minutes, there were none. On a motion by J. VanNatten and seconded by M. Zurlo, it was unanimously carried to approve the minutes of the February 8, 2016 regular meeting, as presented.

Treasurer's Report

**CCIDA:**

The account balance at 2/29/2016 was \$135,190.13

No Income reported for February:

**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 February.

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

Expenses paid in February:

TDC- Admin fee	\$7,216.25
Jennetix (website posting)	\$ 150.00
Total Expenses	\$7,366.25

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

### Reports of the Committees:

#### **Audit Committee:**

M. Leta explained that the committee met to review the 2015 audit and the committee members present recommend approval.

On a motion by M. Zurlo and seconded by K. Murray, it was unanimously carried to accept the Audit Committee report as presented by M. Leta.

#### **Governance Committee:**

M. Zurlo noted that the committee met and reviewed recommended changes to the IDA application and other documents that will bring them into compliance with the new IDA legislation. The committee decided to take some time to review the documents and provide recommendations at the next meeting in April.

Each of the Board members received copies of the revised documents to review. M. Zurlo asked the members to email him with any input or suggestions.

On a motion by M. Leta and seconded by K. Murray, it was unanimously carried to accept the Governance Committee report as presented by M. Zurlo.

### Old Business:

1. Review and discuss Governance Committee oversight on new legislative changes

This was discussed under the previous agenda item.

New Business:

1. Review and Discuss 2015 CCIDA/CIDA, LLC Audit:

R. Martindale stated that this is a consolidated statement for the CCIDA and the CIDA, LLC. All information pertains to the CCIDA as there was no activity for the CIDA, LLC. He reviewed the independent auditors report and the draft financial statement. (See Attached) He noted that the audit found no deficiencies or weaknesses in the internal controls. This was a clean audit with no concerns.

On a motion by J. VanNatten and seconded by K. Murray, it was unanimously carried to accept the 2015 CCIDA/CIDA, LLC Audit as presented by R. Martindale and approve posting of same to PARIS.

2. Discuss a third-party StartUp NY combination agreement for the NorthStar Project.

This item was previously discussed at the December meeting. G. Cregg has been working with SUNY legal to come up with a model for the organization that will work. The affiliation agreement would be modified to a three party agreement between the IDA, SUNY and NorthStar.

In order to qualify a portion of the NorthStar Facility for benefits under the Start-Up NY program it is proposed that the Agency and the Company enter into a three-party agreement among the Agency, the Company and SUNY, the agreement would, provide as follows: (A) subject to the Tax Lease to Agency and the Tax Lease Back to the Company, the Company would sub-sub-lease a portion of the Project Facility to the Agency for a term ending on December 31, 2030, unless extended or terminated as provided in the Start-Up NY Agreement; (B) the Agency would sub-sub-lease the Start-Up NY Project Facility back to the Company for the Term; and (C) during the Term of the Start-Up NY Agreement, the Agency, the Company and the College would cooperate to ensure that the designation of the Start-Up NY Project Facility as a Tax-Free NY Area sponsored by SUNY for the College may be maintained, including that the Start-Up NY Project Facility be utilized in furtherance of the College's Academic Mission and in accordance with the Start-Up NY Act and the Start-Up NY Regulations, including, without limitation, for occupancy by businesses that are a "high tech business" or a "business in the formative stage", as defined by the Start-Up NY Regulations.

There will be no new financial assistance granted by the Agency to the Company pursuant to the Start-Up NY Agreement.

G. Cregg stated that the entities involved are very close to finalizing the agreement and he would recommend that the Agency consider approving this resolution which authorizes signing the agreement once finalized with such changes as legal counsel recommends.

With no further discussion:

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

Resolution No. 03-16-01

RESOLUTION AUTHORIZING EXECUTION OF A THREE PARTY START-UP NY AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE AGENCY'S EXISTING NORTHSTAR 41 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 commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, by resolution adopted by the members of the Agency on January 13, 2014 (the "Tax Lease Approval Resolution"), the Agency was authorized to undertake a project (the "Project") for the benefit of NorthStar 41 LLC, a New York limited liability company (the "Company"), said Project consisting of the following: (A)(1) the acquisition of an interest in a portion of an approximately 55.70 acre parcel of land located at 641 Ridge Road (Tax Map # 78.-1-13.1) in the Town of Chazy, Clinton County, New York (the "Land"), together with an existing approximately 386,000 square foot building located thereon (the "Facility"), (2) the renovation of the Facility and making of other improvements including but not limited to, parking (collectively, the "Improvements") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (the "Equipment") (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be leased by the Company to manufacturing, warehousing, commercial and other industrial multi-use tenants for long term leases; (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, as authorized by the Tax Lease Approval Resolution, as amended to date, the Agency has entered into the following documents, among others, with respect to the Project: (A) a certain lease to agency dated as of February 1, 2014 (the "Tax Lease to Agency") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company has leased to the Agency a portion of the Project Facility (the "Tax Lease Project Facility") for a lease term ending no later than December 31, 2024; (B) a certain lease agreement dated as of February 1, 2014 (the "Tax Lease Back to the Company") between the Agency, as sub-landlord and the Company, as sub-tenant, whereby the Agency leased the Tax Lease Project Facility back to the Company for a lease term ending on no later than December 31, 2024; (C) a payment in lieu of tax agreement dated as of February 1, 2014 (the "Tax Lease Payment in Lieu of Tax Agreement") by and between the Agency and the Company, whereby the Company has agreed to pay certain payments in lieu of taxes with respect to the Tax Lease Project Facility; and (D) a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Tax Lease Project Facility under Section 412-a of the Real Property Tax Law) (the "Real Property Tax Exemption Form") filed with the town assessor of the Town of Chazy relating to the Tax Lease Project Facility and the Tax Lease Payment in Lieu of Tax Agreement; and

WHEREAS, in order to qualify a portion of the Tax Lease Project Facility for benefits under the "Start-Up NY program" (the "Start-Up NY Program") created under Chapter 68 of the Laws of 2013 (as amended from time to time, the "Start-Up NY Act"), it is proposed that the Agency and the Company enter into a three-party agreement (the "Start-Up NY Agreement") among the Agency, the Company and The State University of New York, an education corporation constituting an educational institution organized and existing under the laws of the State of New York ("SUNY"), acting on behalf of the State University of New York College at Plattsburgh, also known as SUNY Plattsburgh, an education corporation constituting an educational institution organized and existing under the laws of the State of New York (the "College"), which Start-Up NY Agreement would, among other things, provide as follows: (A) subject to the Tax Lease to Agency and the Tax Lease Back to the Company, the Company would sub-sub-lease a portion of the Project Facility (the "Start-Up NY Project Facility") to the Agency for a term (the "Term") ending on December 31, 2030, unless extended or terminated as provided in the Start-Up NY Agreement; (B) the Agency would sub-sub-lease the Start-Up NY Project Facility back to the Company for the Term; and (C) during the Term of the Start-Up NY Agreement, the Agency, the Company and the College would cooperate to ensure that the designation of the Start-Up NY Project Facility as a Tax-Free NY Area sponsored by SUNY for the College may be maintained, including that the Start-Up NY Project Facility be utilized in furtherance of the College's Academic Mission and in accordance with the Start-Up NY Act and the Start-Up NY Regulations, including, without limitation, for occupancy by businesses that are a "high tech business" or a "business in the formative stage", as defined by the Start-Up NY Regulations; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by undertaking the Project in Clinton County, New York, and believes that the Start-Up NY Agreement will help to achieve such goals; and

WHEREAS, no new "financial assistance" (within the meaning of the Act, is being granted by the Agency to the Company pursuant to the Start-Up NY Agreement, and accordingly no new public hearing is required under Section 859-a of the Act prior to consideration of this resolution;

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 that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act.

(B) The Project constitutes a “project,” as such term is defined in the Act.

(C) The Project site is located entirely within the boundaries of Clinton County, New York.

(D) No new “financial assistance” (within the meaning of the Act, is being granted by the Agency to the Company pursuant to the Start-Up NY Agreement, and accordingly no new public hearing is required under Section 859-a of the Act prior to consideration of this resolution.

(E) The Start-Up NY Agreement will help the Agency to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by attracting new tenants to the Project Facility.

(F) It is desirable and in the public interest for the Agency to enter into the Start-Up NY Agreement.

Section 4. In consequence of the foregoing, the Agency hereby determines to enter into the Start-Up NY Agreement.

Section 5. The form and substance of the Start-Up NY Agreement (in substantially the form described in this Resolution) are hereby approved. The Chairperson (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Start-Up NY Agreement.

Section 6. The law firm of Hodgson Russ LLP is hereby appointed Counsel to the Agency with respect to all matters in connection with the Start-Up NY Agreement.

Section 7. The Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Start-Up NY Agreement and any documents or certificated related thereto (collectively, the “Agency Documents”), and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 8. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 9. 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	EXCUSED
Kim Murray	VOTING	YES
Mark Leta	VOTING	___ YES ___
John VanNatten	VOTING	___ YES ___

The foregoing Resolution was thereupon declared duly adopted.

### 3. Other Business – Schluter Systems

Schluter Systems has been in contact with the Agency regarding a potential PILOT for a new project. The company is planning to build a 45,000 SF LEED Certified building to begin a new type of tiling process. There company is projecting only five new jobs at this time. With an approved project the company is anticipating that within one to two years they will need to complete an expansion of their main facility.

The Agency has not yet received a completed application; however, the company has intimated that they are under a time crunch and anxious to get started.

In anticipation of receipt of the application the Agency would like to have authorization to hold a public hearing once it is received.

With no further discussion:

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

#### Resolution No. 03-16-02

**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 SCHLUTER SYSTEMS L.P.**

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, Schluter Systems L.P., a New York limited partnership (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, 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 a portion of an approximately 11.75 acre parcel of land located at 194 Pleasant Ridge Road (Tax Map Nos. 232.-3-10.1, 232.-3-11.1 and 232.-3-11.2) in the Town of Plattsburgh, Clinton County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 45,000 square foot industrial facility to include material storage silos, loading docks, parking area and other site improvements (collectively, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the “Equipment”) (the Land, the Facility, and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a manufacturing facility 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, 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	EXCUSED
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 ___

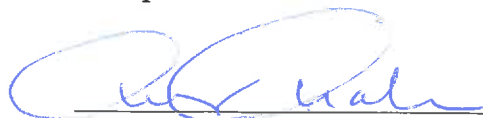
The foregoing Resolution was thereupon declared duly adopted.

### Management Team Reports

CCIDA, along with all IDAs in NYS, received a FOIL request from a Gannett reporter out the Central NY bureau, asking for the resume, curriculum vitae or history of previous experience and educational background of your Industrial Agency president, chief executive or top executive, and the second in command at the agency. In our response, the current IDA staffing was explained, and he was referred to our website for more detail. Because of the salaries paid to staff working on behalf of the IDA, we do not have to release this information. However, there are vitas on each of you, as well as mine on our website, as per ABO recommendations.

R. Murphy explained her concern for the level of cash that the Agency currently has on hand, TDC is also concerned. There are many potential projects that would help to replenish the cash reserve if they come to fruition. She wanted the members to be aware of the situation and there will be further discussion as the Agency moves forward.

The meeting was adjourned at 1:17pm.

  
\_\_\_\_\_  
T. Trahan, Chairperson