

**Minutes of the Meeting of the
County of Clinton Industrial Development Agency
August 8, 2016**

The meeting was called to order by T. Trahan, Chairperson, at 12:08 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
Keith Defayette, Treasurer and CFO
Mark Leta, Member
John VanNatten, Member

Excused: None

Others Present: Roseanne Murphy, Executive Director
Paul Grasso, Interim Executive Director
George Cregg, Esq., Agency Counsel
Barbara Shute, Recording Secretary
Tom Hampston, Bull Run Energy LLC
Eric Miller, Bull Run Energy LLC, via conference call

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 11, 2015.

Presentation – Bull Run Energy, LLC

T. Hampston made a presentation to the members. E. Miller was present via conference call to answer any questions.

Reading and Consideration of the Draft Minutes of the CCIDA meeting of July 11, 2016:

T. Trahan waived the reading of the minutes of the July 11, 2016 regular meeting. He asked if there were any questions or discussion regarding the draft minutes, there was none. On a motion by M. Leta and seconded by K. Defayette, it was unanimously carried to approve the minutes of the July 11, 2016 regular meeting, as presented.

Public Comment: None

Treasurer's Report

K. Defayette reviewed the treasurer's report. There were no questions or concerns.

On a motion by D. Hoover and seconded by K. Murray, it was unanimously carried to approve the treasurer's report as presented by K. Defayette.

Reports of the Committees: None

Municipal Leasing Corporation:

The County has requested that the CCIDA execute certain conveyance documents to include a Deed, Water Line Utility Easement Agreement, and a Grant of Emergency Access Easement associated with the Clinton County Jail property. While the CCIDA holds the title to the parcel, the land was leased to the Municipal Leasing Corporation so both entities will need to execute the documents.

Hodgson Russ reviewed the documents and recommended modifications. The CCIDA has not yet received the revised documents.

The members voted to authorize the Executive Director to sign the revised documents with the Chairperson's approval and upon advice from Counsel.

Old Business:

Saranac Power Partners

The Company is requesting that the PILOT Agreement be amended to extend through 2023 and to reduce the Company's payments to reflect a decline in the value of the Project Facility from approximately \$32 million in 2009 to \$20 million currently. This would reduce the Company's semi-annual PILOT payment from \$210,000 to approximately \$131,250.

The members agreed to the extension but not to the reduction in the PILOT Payment. A Letter will be sent to the taxing jurisdictions making them aware of the request to extend the PILOT until 2023 and to notify them that the CCIDA is considering action on this request at its October meeting. G. Cregg will prepare and send a draft letter for the Board to review. The letter will need to be mailed by the end of August to allow the necessary 30-day notice to the taxing jurisdictions.

On a motion by M. Zurlo and seconded by J. VanNatten, it was unanimously carried to authorize the Executive Director to send a notice to the taxing jurisdictions that the CCIDA will be considering action on this request at its October meeting. G. Cregg will provide this resolution at a later date.

Schluter Systems

The CCIDA requested and received additional information from Schluter Systems. There is still some confusion regarding the correct PILOT Schedule. The members agreed to authorize the Executive Director to confirm the correct PILOT schedule and then send a PILOT Deviation letter to the taxing jurisdiction. The letter will need to be mailed by the end of August to allow the necessary 30-day notice to the taxing jurisdictions. Action will be considered at the October meeting.

Authorization to send a PILOT Deviation Letter

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

Resolution No. 08-16-01

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED SCHLUTER SYSTEMS L.P. 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, Schluter Systems L.P., a New York limited partnership (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 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 the authorization contained in a resolution adopted by the members of the Agency on March 28, 2016 (the "Public Hearing Resolution"), the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act,

to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 15, 2016 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 June 15, 2016 on a public bulletin board located at the Town of Plattsburgh Town Hall located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on June 21, 2016 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Plattsburgh, Clinton County, New York, (D) conducted the Public Hearing on July 5, 2016 at 10:00 a.m., local time at the offices of the Agency located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on July 11, 2016 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Plattsburgh Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated September 15, 2015 (the "Negative Declaration"), in which the Planning Board determined that the Project to be a Type I Action and will not have a "significant environmental impact on the environment" and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, in connection with the Application, the Company has made a request to the Agency (the "Pilot Request") to deviate from the its uniform tax exemption policy (the "Policy") with respect to the payments to be made under a payment in lieu of tax agreement by and between the Agency and the Company (the "Proposed Pilot Agreement") as outlined in the proposed pilot deviation letter attached hereto as Exhibit A (the "Pilot Deviation Letter"); and

WHEREAS, the Policy provides that, for a facility similar to the Project Facility, payments in lieu of taxes will normally be determined as follows: the Company would have the benefit of a 50% abatement in real property taxes on the Facility and any portion of the Equipment assessable as real property pursuant to the New York Real Property Tax Law (collectively with the Facility, the "Improvements") in year one of the payment in lieu of tax agreement with a five percent per year increase over the term of the ten year payment in lieu of tax agreement; and

WHEREAS, pursuant to Section 874(4) of the Act and the Agency's Policy, prior to taking final action on such request for a deviation from the Agency's Policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") no fewer than thirty (30) days prior written notice of the proposed deviation from the Agency's Policy and the reasons therefor; and

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

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

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

Section 2. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

CCIDA Record Retention Policy

Staff will be working with Hodgson Russ and Clinton County to develop a Record Retention Policy and procedure for storage and then come back to the Board for approval at the September meeting.

Allocation Adjustment Report

The Private Activity Bond Allocation Act requires that each industrial development agency receiving an allocation of the State's private activity bond volume cap submit a report on the status of that allocation on or before September 1, 2016.

The members were made aware of the report and no one knew of any potential or pending bond allocations for the remainder of 2016. The members authorized staff to submit the report.

New Business:

Bull Run Energy LLC

G. Cregg notified the members that Hodgson Russ has completed some permit work for Invenergy (Bull Run Energy, LLC) that is not in conflict with the work Hodgson Russ is doing for the CCIDA on this project. The CCIDA is being asked to consider a resolution accepting a disclosure letter and waiving certain potential conflicts of interest in connection with the Bull Run Energy LLC Project.

Conflict of Interest Resolution

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

Resolution No. 08-16-02

RESOLUTION (A) ACCEPTING A DISCLOSURE LETTER OF AGENCY COUNSEL AND (B) WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST IN CONNECTION WITH THE BULL RUN ENERGY 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, Bull Run Energy LLC, a Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, 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 various parcels of land scattered amongst approximately 30,000 acres located in the Towns of Clinton, Ellenburg, Altona and Mooers, Clinton County, New York (collectively, the "Land"), (2) the acquisition and installation on the Land of approximately one hundred fifty (150) 25 megawatt series wind turbine generators (collectively, the "Facility"), (3) the construction of associated access roads, electrical interconnect infrastructure, meteorological towers and operation and maintenance building (collectively, the "Infrastructure") and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment"), all the foregoing to constitute a wind energy facility (the Land, the Facility, the Infrastructure and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, Counsel to the Agency, Hodgson Russ LLP (“Hodgson Russ”), has been informed that Hodgson Russ represents the Company and certain affiliates of the Company (collectively referred to as the “Company”) in connection with certain specific zoning and construction matters unrelated to the Project; and

WHEREAS, for purposes of satisfying the requirement contained in Section 858(8)(b) of the Act, Hodgson Russ desires to deliver written disclosure to the Agency (the “Agency Counsel Disclosure Letter”) that Hodgson Russ (A) is acting as Agency Counsel to the Agency and (B) is counsel to the Company in matters unrelated to the Project; and

WHEREAS, attached hereto as Exhibit A are forms of the Agency Counsel Disclosure Letter for review by the Agency;

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

Section 1. The Agency hereby (A) accepts the Agency Counsel Disclosure Letter attached hereto as Exhibit A, and (B) acknowledges the Agency has no objection to Hodgson Russ (1) acting as Counsel to the Agency in connection with the Project and (2) being counsel to the Company in certain specific zoning and construction matters unrelated to the Project.

Section 2. The form and substance of the Agency Counsel Disclosure Letter are hereby approved and the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, empowered and directed to execute the Agency Counsel Disclosure Letter in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions 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 3. The Chairperson and/or the Vice Chairperson 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 4. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

The project is not slated to begin until Spring 2018 so the company is just looking to establish that they are entitled to benefits. The members agreed to consider a preliminary SEQR resolution at this time. Further action will be taken when the project is ready to move forward.

Preliminary SEQR Resolution

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

Resolution No. 08-16-04

RESOLUTION DIRECTING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO TAKE CERTAIN ACTIONS UNDER ARTICLE 8 OF THE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF BULL RUN ENERGY LLC.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of 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, Bull Run Energy LLC, a Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, 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 various parcels of land scattered amongst approximately 30,000 acres located in the Towns of Clinton, Ellenburg, Altona and Mooers, Clinton County, New York (collectively, the "Land"), (2) the acquisition and installation on the Land of approximately one hundred fifty (150) 25 megawatt series wind turbine generators (collectively, the "Facility"), (3) the construction of associated access roads, electrical interconnect infrastructure, meteorological towers and operation and maintenance building (collectively, the "Infrastructure") and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment"), all the foregoing to constitute a wind energy facility (the Land, the Facility, the Infrastructure and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to 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 whether to undertake the Project; and

WHEREAS, Section 617.6(b) of the Regulations provides that (A) for all "Type I actions", a lead agency must be established, and (B) for any "unlisted action" which involves more than one "involved agency", a lead agency must be established if the Agency determines that there will be a coordinated review of such "unlisted action" (as such quoted terms are defined in the Regulations); and

WHEREAS, pursuant to the Regulations, the Agency has examined the Application in order to make an initial determination as to the potential environmental significance of the Project and the number of agencies that may be involved with respect to the Project; and

WHEREAS, based upon a review of the Application, the Agency wishes to investigate the advisability of undertaking a coordinated review with respect to the Project; and

WHEREAS, 6NYCRR section 617.6 requires that the Agency review a completed environmental assessment form (an "EAF") or a draft environmental impact statement (a "DEIS") prior to making a determination as to the potential environmental significance of the Project; and

WHEREAS, the Agency has been informed that the Agency will be receiving either an EAF and/or DEIS from the Company with respect to the Project or the appropriate environmental information as part of Chapter 388 of the Laws of 2011 that enacted Article 10 of the Public Service Law;

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

Section 1. The Agency has reviewed the Application and, based upon the representations made by the Company to the Agency in the Application and at this meeting, the Agency wishes to investigate the advisability of undertaking a coordinated review with respect to the Project.

Section 2. For purposes of investigating the advisability of undertaking a coordinated review with respect to the Project and determining whether the Project may have a "significant effect on the environment" (as such quoted terms are defined under SEQRA), the Executive Director of the Agency is hereby authorized and directed to take the following actions:

(A) To obtain an EAF and/or a DEIS or the appropriate environmental certification or decision pursuant to Article 10 of the Public Service Law with respect to the Project from the Company;

(B) To review the EAF and/or the DEIS or the appropriate environmental certification or decision pursuant to Article 10 of the Public Service Law with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Agency with respect to the Project;

(C) To contact all other “involved agencies” with respect to the Project for the purpose of ascertaining whether they are interested in undertaking a coordinated review with respect to the Project (as such quoted term is defined under SEQRA);

(D) In the event that (1) all other “involved agencies” indicate that they are interested in undertaking a coordinated review of the Project, (2) one of the other “involved agencies” indicates that it desires to be designated as “lead agency” with respect to the Project and

(3) the other “involved agencies” are amenable to designating such involved agency as “lead agency”, to take all necessary steps to indicate the concurrence of the Agency that such “involved agency” be designated as “lead agency” (as such quoted terms are defined under SEQRA);

(E) In the event that all other “involved agencies” indicated that they are interested in undertaking a coordinated review of the Project and none of the other “involved agencies” indicates that it desires to be designated as the “lead agency” with respect to the Project, to take all necessary steps to arrange for the Agency to be designated as “lead agency” with respect to the Project (as such quoted terms are defined under SEQRA); and

(F) Upon completion of the foregoing steps, to report to the Agency at its next meeting on the status of the environmental review process with respect to the Project.

Section 3. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

Clinton County Jail Project

Resolution Regarding Certain Conveyances

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

Resolution No. 08-16-06

RESOLUTION AUTHORIZING CERTAIN CONVEYANCES AND AUTHORIZING THE EXECUTION AND DELIVERY BY COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY OF SAME IN CONNECTION WITH THE CLINTON COUNTY MUNICIPAL LEASING CORP. – CORRECTIONAL FACILITY 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 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 August 26, 1987 (the "Closing Date"), certificates of participation (the "Certificates") in the aggregate principal amount of \$6,900,000 representing the direct and proportionate interests of the registered owners (the "Owners") thereof in lease payments (together with a purchase option payment described in the hereinafter defined Trust & Disbursing Agreement, the "Lease Payments") to be made by Clinton County, New York, (the "Lessee"), pursuant to an agreement of lease dated as of August 1, 1987 (the "Lease Agreement") by and between the Lessee, as tenant, and Clinton County Municipal Leasing Corp., as landlord (the "Lessor"), as rental for a parcel of land located in the Town of Plattsburgh, New York (the "Land"), the improvements to be located thereon constituting a correctional facility (the "Facility") and certain machinery and equipment (the "Equipment") to be located therein (the Land, the Facility and the Equipment are hereinafter collectively referred to as the "Project Facility"), were executed and delivered pursuant to a trust and disbursing agreement dated as of August 1, 1987 (the "Trust and Disbursing Agreement") by and between the Lessor and Key Trust Company, as trustee (the "Trustee") in connection with a project (the "Project") consisting of (A) the acquisition of the Land pursuant to the terms of an agreement of lease dated as of August 1, 1987 (the "Ground Lease") by and between the Agency, as landlord and the Lessor, as tenant, (B) the construction of the Facility thereon and the acquisition and installation of the Equipment therein, and (C) the financing of the cost of the foregoing. Pursuant to a development agreement dated as of August 1, 1987 (the "Development Agreement") by and between the Lessor and Murnane Associates Incorporated (the "Developer") the Lessor engaged the Developer to acquire, construct and equip the Project Facility and appointed the Developer its agent to perform its responsibilities under the Lease Agreement. Proceeds of the sale of the Certificates were disbursed by the Trustee to the Developer, as agent of the Lessor, pursuant to the Trust and Disbursing Agreement to pay the cost of the Project. Pursuant to an assignment agreement from the Lessor to the Trustee dated as of August 1, 1987 (the "Assignment Agreement"), the Lessor assigned to the Trustee, for the benefit of the Owners, (A) its rights in and to the Lease Agreement (and the Option Agreement [as defined in the Trust & Disbursing Agreement]) including its right to receive Lease Payments thereunder, (B) its rights in and to the Ground Lease and (C) its rights in and to the Project Facility; and

WHEREAS, by various correspondences, attached hereto as Exhibit A, the Agency has been requested (collectively, the "Request") to (A) convey to Marvin and Yvonne Bordeau (the "Bordeaus") an approximate 0.683 acre parcel of the Land pursuant to a deed to the Bordeaus (the "Deed") and (B) (1) accept an emergency access easement from the Bordeaus pursuant to a

grant of emergency access easement from the Bordaues to the Agency and Clinton County and (2) grant a water line utility easement to the Bordaues pursuant to a water line utility easement agreement from the Agency and Clinton County to the Bordaues (collectively, the "Easement" and with the Deed being collectively referred to as the "Conveyance 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 whether to proceed with the Request; and

WHEREAS, the Request does not appear to constitute a "Type I Action" (as said quoted term is defined in the Regulations), and therefore coordinated review and notification is optional with respect to the actions contemplated by the Agency with respect to the Request; and

WHEREAS, the Agency desires to conduct an uncoordinated review of the Request and to make its initial determination of significance with respect to the Request;

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

Section 1. Pursuant to SEQRA and based upon an examination of the Request, and based further upon the Agency's knowledge of the area surrounding the Deed and the Easement and such further investigation of such area and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations:

(A) The Request consists of the sale of a portion of the Land pursuant to the Deed and the Easement.

(B) No potentially significant impacts on the environment are noted with respect to the Request, and none are known to the Agency.

Section 2. Based upon the foregoing investigation of the potential environmental impacts of the Request and considering both the magnitude and importance of each environmental impact therein indicated, the Agency makes the following findings and determinations with respect to the Request:

(A) The Request constitutes an "Unlisted Action" (as said quoted term is defined in SEQRA) and therefore coordinated review and notification of other involved agencies is strictly optional. The Agency hereby determines not to undertake a coordinated review of the Request, and therefore will not seek lead agency status with respect to the Request.

(B) The Request will result in no major impacts and, therefore, is one which will not cause significant damage to the environment. Therefore, the Agency hereby determines that the Request will not have a significant effect on the environment, and the Agency will not require the preparation of an environmental impact statement with respect to the Request.

(C) As a consequence of the foregoing, the Agency has decided to prepare a negative declaration with respect to the Request.

Section 3. The Agency hereby further determines: that since compliance by the Agency with the Request will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act), Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 4. The Executive Director of the Agency is hereby directed to prepare a negative declaration with respect to the Request, said negative declaration to be substantially in the form and to the effect of the negative declaration attached hereto, and to cause copies of said negative declaration to be (A) filed in the main office of the Agency, and (B) distributed to Clinton County.

Section 5. Subject to (A) review of the Conveyance Documents by the Chairperson of the Agency, (B) approval of the final Conveyance Documents, to ensure that the Agency is not obligated to pay any transfer tax, by counsel to the Agency, (C) receipt by the Chairperson of the Agency’s administrative fee, if any, and counsel’s fees relating to the Request, (D) evidence satisfactory to the Agency that all taxes, payments in lieu of taxes and other local fees and assessments relating to the Project, if any, have been paid, the Agency hereby (a) consents to the Request and (b) determines to enter into the Conveyance Documents and hereby authorizes the execution by the Agency of the Conveyance Documents.

Section 6. Subject to the satisfaction of the conditions described in Section 4 hereof, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized to execute and deliver the Conveyance 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 substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions 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 7. 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 Request, 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 Request.

Section 8. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Request. Agency Counsel for the Agency is hereby authorized, at the expense of Clinton County, the Lessor or the Bordeaus, to work with Clinton County, the Lessor or the Bordeaus, and counsel to Clinton County, the Lessor or the Bordeaus, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

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

The foregoing Resolution was thereupon declared duly adopted.

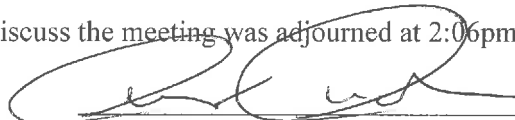
Project Monitoring

DHC of Plattsburgh continues to be non-compliant is responding to the annual audit request for information letters. The members would like to see what benefits the project received before discussing what if any action to take regarding the recapture of benefits.

Executive Directors Report

P. Grasso reported that the closing for the CVPH refinancing project has been moved to October. The CCIDA is waiting for additional information.

With no further items to discuss the meeting was adjourned at 2:06pm.



T. Trahan, Chairperson