

**Minutes of the Meeting of the  
County of Clinton Industrial Development Agency  
August 14, 2017**

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

Members Present: Trent Trahan, Chairperson  
Keith Defayette, Treasurer and CFO  
Michael Zurlo, Secretary  
Mark Leta, Member  
John VanNatten, Member

Excused: David Hoover, Vice Chairperson  
Kim Murray, Assistant Secretary

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

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

T. Trahan waived the reading of the notice of the meeting published in the *Press-Republican* on December 26, 2016.

Approval of the Minutes:

T. Trahan waived the reading of the minutes of the July 17, 2017 regular meeting. He asked if there were any questions or discussion regarding the draft minutes and there were none.

On a motion by J. VanNatten, seconded by K. Defayette, it was unanimously carried to approve the minutes of the July 17, 2017 regular meeting, as presented.

Public Comment: None

Treasurer's Report:

K. Defayette reviewed the Treasurer's Report for July 2017. There were no questions or concerns from the board.

On a motion by J. VanNatten, seconded by M. Zurlo, it was unanimously carried to approve the Treasurer's Report as presented by K. Defayette.

Committee Reports: None

Old Business:

1. Delaware River Solar – Project #4

M. McManus reviewed the project request, noting that this project is similar in scope to the three previous DRS projects/applications that were submitted and approved by the Agency.

Staff have consulted with the three affected taxing jurisdictions and all are in favor of the additional project. They also support utilizing the same PILOT/host community agreement structure approved by the Agency for the three original projects.

At this time, the members are being asked to consider the following resolutions for DRS Mooers IV, LLC:

- Approval of Public Hearing Resolution
- Approval of Preliminary SEQR resolution
- Approval of resolution authorizing discussion with taxing jurisdictions re: PILOT deviation request

#### Public Hearing Resolution

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

#### Resolution No. 08-17-01

#### RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NY MOOERS IV, 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, NY Mooers IV, LLC, a New York 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 an approximately 11 acre portion of an approximately 207.7 acre parcel of land located on 297 Boas Road (being a portion of Tax Map No. 58.-1-9) in the Hamlet of Mooers Forks in the Town of Mooers, Clinton County, New York (the "Land"), (2) the construction on the Land of a 2MW AC community solar photovoltaic facility to include an interconnection line (collectively, the "Facility") and

(3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (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 solar farm 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	YES
David Hoover	VOTING	EXCUSED
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.

#### SEQR Resolution

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

#### Resolution No. 08-17-02

RESOLUTION ACCEPTING THE DETERMINATION BY THE TOWN OF MOOERS TO ACT AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE NY MOOERS IV, LLC PROJECT AND ACKNOWLEDGING RECEIPT OF THE NEGATIVE DECLARATION ISSUED WITH RESPECT THERETO.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of 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, in July, 2017, NY Mooers IV, LLC, a New York limited liability company (the "Company"), presented 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 11 acre portion of an approximately 207.7 acre parcel of land located on 297 Boas Road (being a portion of Tax Map No. 58.-1-9) in the Hamlet of Mooers Forks in the Town of Mooers, Clinton County, New York (the "Land"), (2) the construction on the Land of a 2MW AC community solar photovoltaic facility to include an interconnection line (collectively, the "Facility") and

(3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (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 solar farm 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 Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (A) the Town of Mooers (the "Town") was designated to act as the "lead agency" with respect to the Project and (B) on April 17, 2017 the Town determined that that the Project is a "unlisted action" which will not have a "significant effect on the environment" and, therefore, that an "environmental impact statement" is not required to be prepared with respect to the Project and issued a negative declaration with respect thereto (the "Negative Declaration"); and

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

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

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

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

Section 2. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

PILOT Deviation Resolution

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

Resolution No. 08-17-03

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED NY MOOERS IV, 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, in July, 2017, NY Mooers IV, LLC, a New York 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 11 acre portion of an approximately 207.7 acre parcel of land located on 297 Boas Road (being a portion of Tax Map No. 58.-1-9) in the Hamlet of Mooers Forks in the Town of Mooers, Clinton County, New York (the "Land"), (2) the construction on the Land of a 2MW AC community solar photovoltaic facility to include an interconnection line (collectively, the "Facility") and

(3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (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 solar farm 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 August 14, 2017 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on August 14, 2017 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Mooers (the “Town”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Town dated April 17, 2017 (the “Negative Declaration”), in which the Town determined that the Project to be an “unlisted 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 made a request to the Agency (the “Pilot Request”) that the Agency deviate from the Agency’s Uniform Tax Exemption Policy (the “Policy”) by providing for payment in lieu of taxes being based on the generating capacity of the Project Facility expressed in a dollar per MWAC calculations; and

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

WHEREAS, pursuant to Section 874(4) of the Act and the Agency’s Policy, prior to taking final action on such Pilot 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 is located (collectively, the “Affected Tax Jurisdictions”) no fewer than thirty (30) days prior written notice of the proposed deviation from the Agency’s uniform tax exemption policy and the reasons therefore; and

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

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

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

Section 2. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

## 2. Clinton Community College FSA (CCC FSA)

M. Mc Manus noted that Hodgson Russ reviewed the recent request from the CCC FSA and determined that the requested action does constitute a reissuance of bonds for federal tax purposes. This request required a public hearing and approval by the Clinton County Legislature. A public hearing was held on August 8<sup>th</sup>, and there were no attendees. The Clinton County Legislature adopted a resolution in support of the reissuance at its August 9<sup>th</sup> meeting. At this time, all necessary steps have been taken that will allow the request to move forward.

Today the members are being asked to approve the transcript of the public hearing. On a motion by M. Zurlo, seconded by K. Defayette, the motion was carried with four members in favor, M. Leta abstained, to approve the transcript of the public hearing.

## 3. Internal Control Policy

M. McManus reviewed the revised policy noting that a section was added as discussed to include the use of a credit card for pre-approved Agency expenses.

On a motion by M. Leta, seconded by J. VanNatten, it was unanimously carried to approve the revised Internal Control Policy, as presented.



### New Business:

#### 1. Contract with Clinton County

- Authorize execution of a Contract with Clinton County for preparation of a Leveraging Downtown Redevelopment Study

At its July meeting, Agency members authorized staff to enter into discussions with Clinton County re: entering into a contract to assist the County in completing the scope of work. Subsequently, staff met with County staff and members of the Economic Development Committee and all are supportive of a contract for services with the CCIDA.

Since funding for the study will expire as of March 31, 2018, staff requests Agency authorization to work with Agency Counsel to:

- Prepare and execute a contract with Clinton County for completion of the study for a fee of \$85,000,

M. McManus explained that this is a revenue positive project for the IDA, noting that the grant total is \$85,000, The proposed contract for consultant services stipulates a fee not to exceed \$75,000. The remaining \$10,000 will be used for staff costs.

Staff requests approval to work with counsel to draft a contract with Clinton County for completion of the study, which will be reviewed by the Chairman on behalf of the Agency prior to execution

On a motion by J. VanNatten, seconded by M. Leta, it was unanimously carried to approve the staff to work with counsel to prepare a draft contract as discussed.

- Prepare and execute a contract for consultant services to assist in preparation of this study, for a fee not to exceed \$75,000.

Staff requests Agency approval to contract with River Street Planning and Economic Development to assist and provide support for completion of the project. Clinton County recently went through a competitive procurement process for consultant services for this grant, and River Street was selected.

On a motion by M. Zurlo, seconded by J. VanNatten, it was unanimously carried to approve the preparation and execution of a contract with River Street Planning and Economic Development for a sum not to exceed \$75,000 as discussed.

### Management Team Reports

#### Grants Facilitation Corporation (GFC)

The organizational meeting for the GFC will be held in September at the annual meeting.

#### Municipal Leasing Corporation

The final payment has been made on the Clinton County jail project. It is expected that action will be taken at the September meeting to close the bond and transfer the property.

The Development Corporation (TDC)

M. McManus met with P. Grasso to discuss a potential new construction project at the former county airport. TDC anticipates seeking IDA benefits for the project.

Project Monitoring: No updates

Project Status Updates

- Vermont Green Line and Invenergy

Both projects are progressing through the permitting process.

- Schluter Systems (Thinset 2016 and Warehouse Expansion 2017)

Both projects are moving towards closing.

- Delaware River Solar

Potential for projects #5 and #6

- Saranac Power Partners (SPP)

SPP has submitted a request for a 5<sup>th</sup> amendment to the PILOT agreement. The 4<sup>th</sup> amendment to the PILOT expires at the end of December 2017. The Agency and the taxing jurisdictions are working to reach a possible settlement that would cover the remaining six years of the PILOT.

The taxing jurisdictions have notified the Agency that the company has filed an Article 7 petition with the court requesting review of its 2017-18 assessment. Staff will hold a conference call with Agency Counsel and the taxing jurisdictions on this issue prior to the next meeting of the taxing jurisdictions, which is scheduled for September 15<sup>th</sup>.

Potential New Projects:

Staff met with a potential developer of a large solar array. This project is in a preliminary development phase.

Staff also met with a potential developer of a hotel project at the Plattsburgh International Airport.

Executive Directors Report:

M. McManus will be conducting annual project site visits this fall.

With no further items to discuss the meeting was adjourned at 1:01 pm.

  
\_\_\_\_\_  
D. Hoover, Vice Chairperson