

**Minutes of the Meeting of the
County of Clinton Industrial Development Agency
August 6, 2018**

The meeting was called to order by T. Trahan, Chairperson, at 12:07 p.m., at the offices of The Development Corporation, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present: Trent Trahan, Chairperson
David Hoover, Vice Chairperson
Keith Defayette, Treasurer and CFO
Mark Leta, Member
Kim Murray, Assistant Secretary
John VanNatten, Member

Excused: Michael Zurlo, Secretary

Others Present: George Cregg, Esq., Agency Counsel
Christopher Canada, Agency Counsel
Barbara Shute, Recording Secretary
Richard Winter, Delaware River Solar
Richard Chun, Delaware River Solar

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 22, 2017.

Approval of the Minutes:

T. Trahan waived the reading of the minutes of the March 26, 2018 meeting. He asked if there were any questions or discussion regarding the draft minutes and there were none.

On a motion by M. Leta, seconded by K. Murray, it was unanimously carried to approve the minutes of the March 26, 2018 meeting, as presented.

Presentation: Richard Winter/Richard Chun – Delaware River Solar (DRS)

R. Winter reviewed the status of the current projects noting that construction is underway with an anticipated completion of late September/early October. Once complete the projects will have the capacity to power approximately 1600 homes.

NYS rules have changed and each project can now generate up to 4MW so DRS is considering constructing additional solar arrays at the current site. They are also considering new projects in the Town of Plattsburgh on land located on Route 22 or the Robinson Road.

R. Winter reviewed the company's request for a revised PILOT for Mooers IV.

He noted that NYSERDA incentives have moved to a tier (tranche) system and the benefits to the company will be reduced by a certain percentage based on the project tranche. The members received and reviewed a spreadsheet produced by DRS showing cash flow scenarios based on the current tranche for projects I, II and II and tranche 2 for project IV.

The company is requesting a reduction in the PILOT amount according to the associated tranche for Mooers IV noting that while NYS is reducing the value of the return to the company their fixed expenses will not change.

Any change to the PILOT will require concurrence from the taxing jurisdictions.

Public Comment: None

Treasurer's Report:

K. Defayette reviewed the Treasurer's Report for July 2018. There were no questions or concerns from the board.

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

Old Business:

1. Delaware River Solar (DRS)– Mooers I, II, and III
Approve Resolutions to Amend Lease Agreements to Appoint Sub-Agents

G. Cregg noted that DRS is seeking to appoint sub-agents to purchase equipment to which the IDA sales tax exemption may apply. The Agency will need to make amendments to the lease agreements to add a clause that will allow the company to appoint sub-agents subject to certain conditions for the appointments to be valid.

Mooers I – Resolution #08-18-01

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

Resolution No. 08-18-01

RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN AMENDMENT IN CONNECTION WITH THE NY MOOERS I, 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, on February 27, 2018 (the “Closing”), the Agency entered into a lease agreement dated as of February 1, 2018 (the “Lease Agreement”) by and between the Agency and NY Mooers I, LLC (the “Company”) for the purpose of undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of a leasehold 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 property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

WHEREAS, pursuant to correspondence dated July 20, 2018 (the “Request”), which Request is attached hereto as Exhibit A, the Company would like to appoint subagents to aid the Company in undertaking and completing the Project; and

WHEREAS, in connection with the Request, (A) the Company is requesting a certain amendment to the Lease Agreement and (B) the Company and the Agency will enter into an amendment of Lease Agreement dated as of August 1, 2018 (the “First Amendment to Lease Agreement”) by and between the Company and 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”), it appears that the Request constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Request, the Agency hereby makes the following determinations:

(A) The Request constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(23), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

(B) 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) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 2. Subject to (A) approval of the form of the First Amendment to Lease Agreement, by Counsel to the Agency and (B) receipt by the Executive Director of (1) the Agency's administrative fee relating to the Request, if any, and (2) counsel's fees relating to the Request, the Agency hereby authorizes the execution by the Agency of the First Amendment to Lease Agreement.

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

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

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

Mooers II - Resolution #08-18-02

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

Resolution No. 08-18-02

RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN AMENDMENT IN CONNECTION WITH THE NY MOOERS II, 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, on February 27, 2018 (the "Closing"), the Agency entered into a lease agreement dated as of February 1, 2018 (the "Lease Agreement") by and between the Agency and NY Mooers II, LLC (the "Company") for the purpose of undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold 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 property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

WHEREAS, pursuant to correspondence dated July 20, 2018 (the "Request"), which Request is attached hereto as Exhibit A, the Company would like to appoint subagents to aid the Company in undertaking and completing the Project; and

WHEREAS, in connection with the Request, (A) the Company is requesting a certain amendment to the Lease Agreement and (B) the Company and the Agency will enter into an amendment of Lease Agreement dated as of August 1, 2018 (the "First Amendment to Lease Agreement") by and between the Company and 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 SEQRA Act, "SEQRA"), it appears that the Request constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Request, the Agency hereby makes the following determinations:

(A) The Request constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(23), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

(B) 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) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 2. Subject to (A) approval of the form of the First Amendment to Lease Agreement, by Counsel to the Agency and (B) receipt by the Executive Director of (1) the Agency's administrative fee relating to the Request, if any, and (2) counsel's fees relating to the Request, the Agency hereby authorizes the execution by the Agency of the First Amendment to Lease Agreement.

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

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

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

Mooers III - Resolution #08-18-03

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

Resolution No. 08-18-03

RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN AMENDMENT IN CONNECTION WITH THE NY MOOERS III, 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, on February 27, 2018 (the "Closing"), the Agency entered into a lease agreement dated as of February 1, 2018 (the "Lease Agreement") by and between the Agency and NY Mooers III, LLC (the "Company") for the purpose of undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold 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 property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

WHEREAS, pursuant to correspondence dated July 20, 2018 (the "Request"), which Request is attached hereto as Exhibit A, the Company would like to appoint subagents to aid the Company in undertaking and completing the Project; and

WHEREAS, in connection with the Request, (A) the Company is requesting a certain amendment to the Lease Agreement and (B) the Company and the Agency will enter into an amendment of Lease Agreement dated as of August 1, 2018 (the "First Amendment to Lease Agreement") by and between the Company and 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"), it appears that the Request constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Request, the Agency hereby makes the following determinations:

(A) The Request constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(23), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

(B) 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) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 2. Subject to (A) approval of the form of the First Amendment to Lease Agreement, by Counsel to the Agency and (B) receipt by the Executive Director of (1) the Agency's administrative fee relating to the Request, if any, and (2) counsel's fees relating to the Request, the Agency hereby authorizes the execution by the Agency of the First Amendment to Lease Agreement.

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

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

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

Richard Winter and Richard Chun left the meeting.

Delaware River Solar – Mooers IV Discussion

Executive Session

T. Trahan requested to enter Executive Session to discuss contract negotiations.

On a motion by K. Defayette, seconded by M. Leta, it was unanimously approved to enter Executive Session to discuss contract negotiations at 12:35 pm.

On a motion by D. Hoover, seconded by M. Leta, it was unanimously approved to exit Executive Session and reconvene the regular meeting at 1:15 pm.

The consensus of the members is to request further written clarification from DRS regarding the request for a PILOT reduction. Once received, this information will be presented to the County for consideration. If the County agrees to consider the request then a meeting will need to be held with the affected taxing jurisdictions.

New Business:

1. Saranac Power Partners – Subpoena for Records

The Agency received a subpoena from the Town of Plattsburgh for records pertaining to Saranac Power Partners. At the request of Chairperson, T. Trahan, Hodgson Russ is assisting staff with the review of the records prior to submitting them to the lawyer.

2. Saranac Power Partners – Remove The Development Corporation as the PILOT Mortgage Agent

P. Grasso noted that The Development Corporation (TDC) also received a subpoena for records pertaining to Saranac Power Partners (SPP). While gathering records for the subpoena staff discovered a document that identified TDC as the appointed PILOT Mortgage Agent for the SPP PILOT Agreement. Due to recent dealings with the Authorities Budget Office (ABO) TDC has been taking the necessary steps to separate itself from the County Government and the CCIDA. At this time TDC has requested to be removed as the PILOT Mortgage Agent for the SPP project.

G. Cregg noted that the members are being asked to approve a resolution that will remove TDC as the PILOT Mortgage Agent conditioned upon finding a replacement entity to act in this capacity as soon as possible. The Clinton County Treasurer is the PILOT Mortgage Agent for other IDA projects so staff will reach out to the Treasurer regarding this need.

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

Resolution No. 08-18-04

RESOLUTION REVOKING THE DEVELOPMENT CORPORATION CLINTON COUNTY, NEW YORK (F/K/A CLINTON COUNTY AREA DEVELOPMENT CORP.) APPOINTMENT AS PILOT MORTGAGE AGENT IN CONNECTION WITH THE SARANAC POWER PARTNERS, L.P. PROJECT.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 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 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 December 29, 1992 (the "Closing Date"), the Agency entered into an installment sale agreement dated as of December 29, 1992 (the "Installment Sale Agreement") between the Agency and Saranac Power Partners, L.P. (the "Company") and other related documents for the purpose of undertaking the following project (the "Project") for the benefit of the Company: (A) (1) the acquisition of fee title to, leasehold interests in and certain easements to various parcels of real property located in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 240MW natural gas-fired cogeneration facility and related transmission lines and electrical energy interconnection facilities (the "Facility") and (3) the acquisition and installation of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter 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 sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (the "Financial Assistance"); and (C) the sale of the Project Facility to the Company pursuant to the Installment Sale Agreement; and

WHEREAS, on or about December 29, 1992, the Agency acquired various interests in the Land pursuant to various conveyance documents executed on or about December 29, 1992 from the Company to the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Installment Sale Agreement, (A) the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of December 29, 1992 (the "Original Payment in Lieu of Tax Agreement", and sometimes hereinafter referred to as the "Existing Payment in Lieu of Tax Agreement") by and among the Agency, the Company and The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as agent (the "Pilot Mortgage Agent") for the Agency and the Town of Plattsburgh (the "Town"), the Beekmantown Central School District (the "School District") and Clinton County (the "County", and collectively with the Town and the School District, the "Taxing Entities")), pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility to the Clinton County Treasurer (the "Treasurer") for distribution to the appropriate Taxing Entities entitled to same pursuant to the provisions of the Existing Payment in Lieu of Tax Agreement, (B) the Agency filed with the assessor and mail to the chief executive officer of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of 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 Project Facility under Section 412-a of the Real Property Tax Law) (the "Real Property Tax Exemption Form") relating to the Project Facility and the Existing Payment in Lieu of Tax Agreement, and (C) the Company and the Agency executed and delivered a pilot mortgage dated as of December 29, 1992 (the "Original Pilot Mortgage", and sometimes hereinafter referred to as the "Existing Pilot Mortgage") from the Agency and the Company, as mortgagor, and the Pilot Mortgage Agent, as mortgagee (the "Pilot Mortgagee"), pursuant to which the Company and the Agency agreed to grant to the Pilot Mortgagee a mortgage lien on the Project Facility as security for, among other things, the obligation of the Company to make all payments and all other obligations of the Company for the benefit of the Agency and the Taxing Entities under the Original Payment in Lieu of Tax Agreement (the Installment Sale Agreement, the Original Payment in Lieu of Tax Agreement, the Real Property Tax Exemption Form and the Original Pilot Mortgage being sometimes collectively referred to as the "Basic Documents"); and

WHEREAS, the Original Payment in Lieu of Tax Agreement was amended by a first amendment to payment in lieu of tax agreement dated as of March 1, 2009 (the "First Amendment to Payment in Lieu of Tax Agreement"), and further amended pursuant to a second amendment to payment in lieu of tax agreement dated as of December 1, 2009 (the "Second Amendment to Payment in Lieu of Tax Agreement"), and further amended pursuant to a third amendment to payment in lieu of tax agreement dated as of December 1, 2013 (the "Third Amendment to Payment in Lieu of Tax Agreement") and further amended pursuant to a fourth amendment to payment in lieu of tax agreement dated as of December 1, 2016 (the "Fourth Amendment to Payment in Lieu of Tax Agreement" and collectively with the First Amendment to the Payment in Lieu of Tax Agreement, the Second Amendment to Payment in Lieu of Tax Agreement, the Third Amendment to Payment in Lieu of Tax Agreement and the Original Payment in Lieu of Tax Agreement, the "Existing Payment in Lieu of Tax Agreement"), each by and among the Agency, the Company, the Pilot Mortgage Agent and the Taxing Entities; and

WHEREAS, in January, 2018, the Existing Payment in Lieu of Tax Agreement was amended and restated pursuant to an amended and restated payment in lieu of tax agreement dated as of January 1, 2018 (the "Amended and Restated Payment in Lieu of Tax Agreement"), by and among the Agency, the Company, the Pilot Mortgage Agent and the Taxing Entities; and

WHEREAS, pursuant to the attached request (the "Request"), the Agency now desires to revoke the Pilot Mortgage Agent's appointment pursuant to Section 4.05 of the Amended and Restated Payment in Lieu of Tax Agreement; 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, pursuant to SEQRA, the Agency has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Request, the Agency hereby determines that the Request constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(20), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

Section 2. Pursuant to Section 4.05(b) of the Amended and Restated Payment in Lieu of Tax Agreement, the Agency further determines to revoke the appointment of The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as the Pilot Mortgage Agent.

Section 3. 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 binding upon the Agency.

Section 4. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

3. Update on IDA Executive Director Position

The Clinton County Legislature approved the creation of a County position for the Executive Director of the CCIDA. The position was posted and interviews were conducted. Of four potential candidates two removed themselves from consideration and the other two declined the position that was offered to them.

The County will restart the process with new candidates.

Project Monitoring

The project monitoring sheet has been updated to reflect the information submitted for the annual audit.

Project Updates - None

With no further items to discuss the meeting was adjourned at 1:40 pm.



T. Trahan, Chairperson