

MINUTES OF THE
COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY
MONDAY, AUGUST 12, 2019

The meeting was called to order by Trent Trahan, Chairperson, at 12:02 p.m., at the offices of the County of Clinton Industrial Development Agency, 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

MEMBERS PRESENT: Trent Trahan, Chairperson
Keith Defayette, Treasurer and Chief Financial Officer
Michael Zurlo, Secretary
Kim Murray, Assistant Secretary
Mark Leta, Member
John VanNatten, Member

EXCUSED: David Hoover, Vice Chairperson

STAFF PRESENT: Renee McFarlin, Executive Director
George Cregg, Esq., Agency Counsel
Chris Canada, Esq., Agency Counsel
Toni Moffat, Executive Assistant

ALSO PRESENT: Eli Schwartzberg, The Vilas Home
Jonas Milliken, Administrator, Vilas Home

T. Trahan stated there was a quorum present.

T. Trahan waived the reading of the notice of the meeting published in the Press Republican on December 22, 2018.

Approval of the Minutes of the July 8, 2019 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the July 8, 2019 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by K. Defayette, and seconded by K. Murray, it was unanimously carried to approve the minutes of the July 8, 2019 meeting of the CCIDA.

Public Comment

There was no public comment.

Presentation

R. McFarlin stated Eli Schwartzberg from the Vilas Home, was present to answer any questions from the Board.

Treasurer's Report

K. Defayette reviewed the Treasurer's Report. There were no questions or concerns.

On a motion by K. Murray, seconded by M. Leta, it was unanimously RESOLVED to approve the Treasurer's Report as presented by K. Defayette.

Old Business

Prime Plattsburgh, LLC Public Hearing

R. McFarlin stated the public hearing was held August 5, 2019 with Plattsburgh City School District (PCSD) Board members Fred Wachtmeister and Rod Sherman in attendance. Messers. Wachtmeister and Sherman spoke in opposition to the PILOT as requested by Prime Plattsburgh, LLC in its current application. M. Zurlo stated from a taxing jurisdiction viewpoint, the County will continue to discuss this matter with the PCSD and the City of Plattsburgh in hopes that there is concurrence on a PILOT agreement. R. McFarlin stated Colin Read, the Mayor of Plattsburgh, was in support of the project. R. McFarlin stated Mayor Read is in favor of PILOT agreements and she believes he is in favor of what is required to see the project come to fruition. Todd Curley, the Vice President of Prime Companies, was also present. Additionally, she noted the public hearing transcript will be completed for the September meeting.

M. Zurlo stated in fairness to the School Board, both school board members expressed their willingness for the project to come to fruition; it is simply a matter of finances. J. VanNatten inquired about what the School Board members were opposed to. M. Zurlo replied the proposed PILOT, in its current form. The PCSD Board members are requesting over the life of the PILOT, a 50 percent tax abatement, as opposed to the current form of 67 percent tax abatement. R. McFarlin stated one of the PCSD Board members requested a diversion from the traditional formula (when all of the jurisdictions are allocated their share of the PILOT). R. McFarlin stated that is a discussion for the taxing jurisdictions.

T. Trahan inquired if that is negotiated between the parties.

M. Zurlo stated a diversion from pro rata share requires all three jurisdictions to agree. A deviation from the Uniform Tax Exemption Policy (UTEPP) is an IDA decision, although it has been the method of operation of the IDA Board to have the taxing jurisdictions on board. He stated involved parties will continue to work on this matter with more to follow.

Saranac Power Partners Annual Financial Report

R. McFarlin deferred to G. Cregg, Agency counsel, who stated the Annual Financial Report which was filed in July, does not require an increase in the PILOT because their net revenues are below the threshold that requires an increase. The issue currently at hand is that, as per agreement with the IDA, the signed document stated it was due to the IDA by March 31, 2019. The signed document also stated if not supplied to the IDA by March 31st, the IDA can increase the PILOT payment to the previous payment. M. Zurlo stated his opinion, which was not to take action but communicate to the Company that there is a March deadline. The Board was in full agreement that a letter detailing expectations and a one-time waiver exception was the action needed to proceed and R. McFarlin will follow up.

Other Business as Required

Senator Skoufis Request for Information

R. McFarlin stated the requested information was provided on July 30, 2019.

Adaptive Reuse Uniform Tax Exemption Policy (UTEF) Addition

R. McFarlin previously stated she proposed an adaptive Reuse Uniform Tax Exemption Policy (UTEF) addition and the Board advised her to reach out to local developers to discuss buildings that had fallen into disrepair. R. McFarlin reported she met with Neil Fessette, owner of Fessette Reality, Inc., to inquire on the type of assistance needed from the IDA to make this type of investment “work” financially for all parties involved. She reported that she left with the impression that it would take multiple types of assistance, including a tax rate as low as zero on improvements for ten years.

Prospective Solar Project at the Former Clinton County Airport

R. McFarlin previously stated the County’s pursuit of funding from the Northern Border Regional Commission (NBRC) and the Economic Development Administration (EDA) to build infrastructure out at the Old Airport property. She reported the NBRC awarded \$500,000 to the project, the EDA application was submitted and she expects more development in that area in the next two or three years. She noted The Development Corporation (TDC) owns and will be developing a 60,000 square foot building. Additionally, she stated she anticipates five-to-ten potential applications for solar projects at that location.

New Business

Trustworthy, LLC

R. McFarlin stated no one from the public attended the Trustworthy, LLC hearing. She noted Jack Kelley, Director of Economic Development at Prime Companies, will be presenting at the Beekmantown School Board meeting on Tuesday, August 13th and she will be attending as well.

On a motion by M. Zurlo, and seconded by K. Murray, it was unanimously carried to approve the transcript of the public hearing as presented.

Vilas Home, LLC

R. McFarlin stated no one from the public attended the Vilas Home, LLC public hearing.

M. Zurlo spoke to his fellow board members, and stated as you may or may not be aware, a lot of what was in the letter that the IDA received (which will be included in the public record) was printed in the Press Republican. The PCSDs’ concern is that this is not a new project and it’s not something the IDA should concern itself with. M. Zurlo then inquired of E. Schwartzberg two questions: to again reiterate why he thinks this is a good project for the community, and number two, can he answer specifically on the record, please, what the likelihood of his purchase and potential redevelopment of this project is in the absence of an IDA benefit?

E. Schwartzberg replied he would answer the second question first. He stated that it’s an extremely challenging acquisition in its current state and it likely will not happen if he doesn’t have the support of the IDA. He noted he has worked with the IDA in the past in Essex County, and he knows how much

IDAs are able to help a project in the early stages which is really his biggest financial stress, and when a developer is looking to do a yes or no decision sometimes, in this case, the assistance is what makes it feasible because at the end of the day he feels he is technically a small business owner. He owns an assisted living community. He is from the Adirondacks and he has grown his company here and this is a challenging undertaking. He believes it's not just a no-brainer decision; the assisted living community is a small hospital, it's very sophisticated, it's very complicated, and the Vilas Home is considered one of the lowest income adult homes for the rent that they charge.

E. Schwartzberg stated he spoke with the PCSD Superintendent Jay Lebrun and Dave Baroody (Assistant Superintendent for Business) to provide more context of the project. He explained his future plans of growing and adding a memory care unit, enhancing assisted living, building an addition and providing a historic renovation of the building.

Additionally, E. Schwartzberg noted the support of the IDA is absolutely essential for him to be able to be successful in this pursuit.

M. Zurlo inquired of Jonas Milliken to speak to the current state of things at the Vilas Home, noting E. Schwartzberg's prior statement referencing what is likely to happen absent a new project.

J. Milliken stated that he became the administrator of the Vilas Home in December 2017. At that point, the Vilas home (in the last couple of years), has had a lower occupancy. He stated E. Schwartzberg mentioned that the Vilas Home has had an issue with bathrooms. He noted the Vilas Home is a beautiful building, the rooms that are there now are still beautiful but the standard for assisted living has increased and it's also easier for people to stay at home, so when people come looking for assisted living typically, they have a higher need, whether they need to be in a secure memory care unit (which the Vilas Home doesn't currently have) or they need strong nursing oversight (another thing the Vilas Home doesn't currently have.) So when he (J. Milliken) came on, he quickly realized that the Vilas Home had two years ('16 and '17) of significant losses and another loss in 2018. J. Milliken stated his background is in business development and networking, and he thinks the Vilas Home Board hired him as somebody, that if anything, had the ability to maybe increase the Vilas Home occupancy and turn it around. He stated he wasn't able to do that. In May of 2018, he reached out to the Department of Health to get perspective on what the process for closing is, because a place like the Vilas Home, it has three dozen residents, a bunch of employees, and you don't close your doors one day, it's a process. He noted the prospect of closing was a reality and the Vilas Home is currently facing a large tax liability; they have unpaid taxes for last year, this year, and a partial payment from 2017, so they are looking at foreclosure, and it is on their horizon.

M. Zurlo stated it's important for the Board to know that absent a potential project here what the potentiality could actually be.

J. Milliken stated E. Schwartzberg's plan isn't to just take over the Vilas Home and optimize how the business is currently run, because really it is running pretty efficiently. He feels what the Vilas Home needs is to evolve a little bit. They are in the same spot (as in the mid-90s or six years ago) but the Board didn't have the capital to make this kind of necessary investment. He stated absent of E. Schwartzberg purchasing the Vilas Home, what happens is the Vilas Home closes. The building houses three dozen senior citizens and employs three dozen people and has a crazy, weird complicated deed. He knows the Board of Directors really care about the Vilas Home. When he thinks about the future for the Vilas Home, he is excited because he knows that it will not only take care of the people there now, they will be able to take care of more people in the community, and they are going to be able to take care of them in the long run. He continued to state that they are going to be able to employ more people; it's going to preserve the beautiful building that is a landmark in Plattsburgh, and a side note is the fact that this sale is

generating proceeds that benefit the community. In accordance with the Vilas' Homes original mission statement, the proceeds of the sale will benefit seniors in the local area.

R. McFarlin stated there was a conversation but it is not within the scope of this project.

M. Zurlo inquired which means what.

R. McFarlin stated it means that this project, as the application stands before the IDA, is for the acquisition of the Vilas Home, independent of anything moving forward, so while E. Schwartzberg says that he, that the Vilas Home is unsustainable in its current form and that he needs to make improvements and an expansion to create a sustainable business, this is what the Board is considering today. It is solely for the purposes of the acquisition, and without the acquisition none of the expansion or renovations can be contemplated.

K. Defayette stated he thinks the Board knows that the Vilas Home serves a great purpose. He noted that his dad spent some time there, and his grandmother spent several years there. His family had good experiences, and that was prior to the City coming forward and pushing the tax question of whether the Vilas Home was taxable. K. Defayette stated prior to that the Vilas Home had not been taxable. Additionally, he reported it still is a not-for-profit and the Vilas Home has struggled since the inception of that tax. He continued to state that the Vilas Home has survived probably ten years but it's been getting more and more difficult, obvious by what the Board heard today. K. Defayette thinks it's a very important part of our community and he knows who it serves and knows people who can go to Pine Harbor and Lake Forest and people who can't. He continued to state he knows they do a great job (in his personal experience), and he would hate to see it go, and he thinks the Board needs to look at the fact that the Vilas Home is serving a population that no one else is going to serve at that level. He reported that he is going to support the Vilas Home because he believes this community needs it, and yes, there will be a tax implication to the schools, the County, and everybody else, but in the long-term he feels the benefit will outweigh the loss, and the overall tax loss is not 50 percent, as it was quoted by someone. It is 50 percent in the first year, but the overall over 10 years is 27 percent abatement.

M. Zurlo stated this is a tier II UTEP project. It is a ten year, 50 percent winding down to 0 percent over ten years.

R. McFarlin asked the Board members to reference the letter from the Director of the Clinton County Office for the Aging; and they will see the public tax information that the Vilas Home is over \$145,000 behind on their property taxes, which is why in October they will face tax lien foreclosure. She stated this indicates financial stress on the public system. (She also noted that the City of Plattsburgh is its own foreclosure unit.)

M. Zurlo replied correct; unlike the County, it's the City who makes the County and the School District whole and it's the City's duty through the In Rem process to sell the real property.

M. Zurlo noted should this transaction happen, the City would immediately, he's assuming, be made whole for any current tax liability – is that accurate?

E. Schwartzberg stated it has to be paid at closing proceeds, to pay all current taxes or liens.

R. McFarlin asked the Board to refer back to the letter from Darleen Collins, the Director for the Clinton County Office for the Aging, in which D. Collins states that the purchase of the Vilas Home is in the best interest of the aging population in Clinton County, that there's a growing need for an adult home and assisted living facilities, and that the loss of a facility as large as the Vilas Home would be devastating for

the residents as there is a lack of suitable alternative living arrangements. D. Collins also spoke about the positive aspects of the potential expansion. R. McFarlin reported in looking at the market for these types of beds, there's only one other facility in Clinton County that offers something comparable at a comparable price point, but the Vilas Home is the only one of its kind in the City of Plattsburgh.

K. Murray stated she had an unsolicited conversation with a healthcare provider locally in the last few months and very similar things were discussed about the lack of care and County residents' needs. She noted the same person had very good things to say about what E. Schwartzberg has done in the Essex County facility and believes local physicians would have the same stance.

On a motion by K. Defayette, and seconded by M. Leta, it was unanimously carried to approve the transcript of the public hearing as presented and accept the letter from the Clinton County Office for the Aging.

The following resolutions were presented to the Board:

Final SEQR Resolution #08-19-01

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

Resolution No. 08-19-01

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF VILAS HOME, LLC IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQR 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, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, in February, 2019, Vilas Home, LLC, a State of 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 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the "Land"), together with an approximately 22,400 square foot building located thereon (the "Facility") and (2) the acquisition and installation therein and thereon of related fixtures, machinery and equipment

(collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an adult home 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 property 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 June 10, 2019 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of 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 and hand delivered on July 10, 2019 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 July 10, 2019 on a bulletin board located at Plattsburgh City Hall located at 41 City Hall Place in the City 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 July 12, 2019 in the Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, Clinton County, New York; (D) conducted the Public Hearing on July 23, 2019 at 5:30 o’clock p.m., local time at the Plattsburgh City Hall located at 41 City Hall Place in the City of Plattsburgh, Clinton County, New York; and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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”), the Agency must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an environmental assessment form (the “EAF”) with respect to the Project, a copy of which EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make an determination as to the potential environmental significance of the Project; and

WHEREAS, the Project appears to constitute a “Type II action” (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Project;

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

Section 1. The Agency has received copies of, and has reviewed, the Application and the EAF submitted to the Agency by the Company with respect thereto (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, and based further upon the Agency’s knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

(A) The project (the “Project”) consists of the following: (A) (1) the acquisition of an interest in an approximately 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the “Land”), together with an approximately 22,400 square foot building located thereon (the “Facility”) and (2) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an adult home 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 property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

(B) The Project consists of investments by or on behalf of agencies or pension or retirement systems, or refinancing existing debt.

(C) The Project consists of license, lease and permit renewals, or transfers of ownership thereof, where there will be no material change in permit conditions or the scope of permitted activities.

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

(A) Pursuant to Sections 617.5(c)(2) and 617.5(c)(32) of the Regulations, the Project is a “Type II action” (as said quoted term is defined in the Regulations); and

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

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

Section 4. This Resolution shall take effect immediately.

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

Trent Trahan	VOTING	<u>YES</u>
David Hoover	EXCUSED	<u>EXCUSED</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>

Mark Leta
John VanNatten

VOTING
VOTING

YES
ABSTAIN

The foregoing Resolution was thereupon declared duly adopted.

Commercial/Retail Findings Resolution #08-19-02

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

Resolution No. 08-19-02

RESOLUTION (A) DETERMINING THAT THE PROPOSED VILAS HOME, LLC PROJECT IS A COMMERCIAL PROJECT, AND (B) MAKING CERTAIN FINDINGS REQUIRED UNDER THE GENERAL MUNICIPAL LAW.

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 February, 2019, Vilas Home, LLC, a State of 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 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the "Land"), together with an approximately 22,400 square foot building located thereon (the "Facility") and (2) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an adult home 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 property 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 June 10, 2019 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of 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 and hand delivered on July 10, 2019 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 July 10, 2019 on a bulletin board located at Plattsburgh City Hall located at 41 City Hall Place in the City 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 July 12, 2019 in the Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, Clinton County, New York; (D) conducted the Public Hearing on July 23, 2019 at 5:30 o’clock p.m., local time at the Plattsburgh City Hall located at 41 City Hall Place in the City of Plattsburgh, Clinton County, New York; and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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 August 12, 2019 (the “SEQR Resolution”), the Agency determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the “Project Qualification Documents”): (A) the Application, including the attached Cost Benefit Analysis; and (B) a letter dated August 12, 2019 from the Clinton County Office for the Aging (the “Office for the Aging”) relating to the Project attached hereto as Exhibit A;

WHEREAS, the Agency has given due consideration to the Project Qualification Documents, and to representations by the Company that although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the predominant purpose of the Project would be to make available services which would not, but for the Project be reasonably accessible to the residents of the Clinton County because of lack of reasonably accessible trade facilities offering such services; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the County Legislature of Clinton County of the proposed action by the Agency with respect to the Project; and

WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to make its final findings with respect to the Project and its final determination whether to proceed with the Project;

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 Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

A. The Project is located in an area having a mixture of residential, not-for-profit, commercial, retail, and service uses.

B. The Project Qualification Documents makes the following comments/findings regarding adult home housing in Clinton County:

- There is a growing need for adult homes in Clinton County.
- The loss of Vilas Home would have a negative impact on their current residents, as there is a lack of suitable alternate living arrangements in the City of Plattsburgh.
- Vilas Home provides a level, type and cost of services for the aging that are not otherwise reasonably accessible to the residents of the City of Plattsburgh, and its continued operation is in the best interest of the aging population of Clinton County.

C. That undertaking the Project is consistent with the Project Qualification Documents and will assist and maintain current and future residential and commercial development and expansion in the neighborhood area.

D. The Company has informed representatives of the Agency that the Project will retain approximately 30 full time permanent, private sector jobs.

E. The Company has informed representatives of the Agency that the Company is not aware of any adverse employment impact caused by the undertaking of the Project.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

A. That although the Project does constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the predominant purpose of the Project would be to make available services which would not, but for the Project be reasonably accessible to the residents of Clinton County because of lack of reasonably accessible trade facilities offering such services.

B. That (1) the Project Facility will provide necessary infrastructure for area employers and businesses, (2) the completion of the Project Facility will have an impact upon the creation, retention and expansion of employment opportunities in Clinton County and in the State of New York, and (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in Clinton County and in the State of New York.

C. That the acquisition of the Project Facility is essential to the retention of existing employment and the creation of new employment opportunities and is essential to the prevention of economic deterioration of businesses and neighborhoods located in Clinton County.

D. That the Project constitutes a “commercial” project, within the meaning of the Act.

E. That the undertaking of the Project will serve the public purposes of the Act by preserving and creating permanent private sector jobs in the State of New York.

Section 3. Having reviewed the Public Hearing Report, and having considered fully all comments contained therein, and based upon the findings contained in Section 1 above, the Agency hereby determines to proceed with the Project and the granting of the financial assistance described in the notice of the Public Hearing; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the County Legislature of the Clinton County, New York, as chief executive officer of the Clinton County, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

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	<u>YES</u>
David Hoover	EXCUSED	<u>EXCUSED</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>ABSTAIN</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

LETTER FROM CLINTON COUNTY OFFICE FOR THE AGING

See attached. (at the end of the minutes)

At this time, M. Zurlo asked Counsel on the requirement here.

C. Canada stated Counsel considers this to be a retail project, and retail projects are prohibited under General Municipal Law for an IDA to be involved unless it meets one of three exceptions: 1.) It is a tourist facility (which he stated it does not qualify for), 2.) It is in a highly distressed area as defined under General Municipal Law or contiguous with it (Counsel has checked the map and it is outside of those parameters) and 3.) If it offers an available good or services which would not, but for the project, be reasonably accessible to the municipality (he stated the letter from the Clinton County Office for the Aging highlights a need for this service in Clinton County and the City of Plattsburgh.)

G. Cregg stated with the first option, once the IDA makes that determination, the project is done. For options two and three, the IDA has to make a finding that it fits in the category and it needs to make a finding that the project is neutral with respect to local private sector employment and then it has to be submitted to the chief executive officer of the County for approval.

Approve Resolution #08-19-03

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

Resolution No. 08-19-03

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR VILAS HOME, LLC (THE "COMPANY").

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 February, 2019, Vilas Home, LLC, a State of 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 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the "Land"), together with an approximately 22,400 square foot building located thereon (the "Facility") and (2) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an adult home 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 property 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 June 10, 2019 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of 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 and hand delivered on July 10, 2019 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 July 10, 2019 on a bulletin board located at Plattsburgh City Hall located at 41 City Hall Place in the City 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 July 12, 2019 in the Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, Clinton County, New York; (D) conducted the Public Hearing on July 23, 2019 at 5:30 o’clock p.m., local time at the Plattsburgh City Hall located at 41 City Hall Place in the City of Plattsburgh, Clinton County, New York; and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public 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 August 12, 2019 (the “SEQR Resolution”), the Agency determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York, (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York and (C) although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the predominant purpose of the project would be to make available goods or services which would not, but for the project, be reasonably accessible to residents of the City of Plattsburgh, Clinton County, New York, because of a lack of reasonably accessible retail trade facilities offering such goods or services; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by undertaking the Project in Clinton County, New York; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the County Legislature of Clinton County, New York (the "County Legislature") of the proposed action by the Agency with respect to the Project; and

WHEREAS, by resolution adopted by the members of the Agency on August 12, 2018 (the "Commercial/Retail Findings Resolution"), the Agency (A) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the predominant purpose of the Project would be to make available goods or services which would not, but for the Project, be reasonably accessible to residents of Clinton County, New York, because of a lack of reasonably accessible retail trade facilities offering such goods or services, (B) determined, following a review of the Public Hearing Report, that the Project would serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York, and (C) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no Financial Assistance would be provided to the Project by the Agency unless and until the County Legislature, as the applicable elected body of Clinton County, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, pursuant to Section 862(2) of the Act, prior to providing the Financial Assistance to the Project, the County Legislature, as the applicable elected body of Clinton County, New York, must confirm the proposed action of the Agency; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform project benefits agreement (the "Uniform Project Benefits Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the

Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); and (J) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

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

(B) The Project constitutes a "project," as such term is defined in the Act;

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

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$2,100,000;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) Although the Project may constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Company has represented to the Agency that (1) the predominant purpose of the Project would be to make available goods or services which would not, but for the Project, be reasonably accessible to residents of Clinton County, New York, because

of a lack of reasonably accessible retail trade facilities offering such goods or services, and (2) completion of the Project will serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Clinton County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(I) The Project should receive the Financial Assistance in the form of exemptions based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event, as described on Exhibit B attached hereto; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. Subject to receipt by the Agency of a resolution approving the action of the Agency with respect to the Project from the County Legislature, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Uniform Agency Project Agreement; (F) enter into the Section 875 GML Recapture Agreement; (G) secure the Loan by entering into the Mortgage; and (H) grant the Financial Assistance with respect to the Project.

Section 5. Subject to receipt by the Agency of a resolution approving the action of the Agency with respect to the Project from the County Legislature, the Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. Subject to receipt by the Agency of a resolution approving the action of the Agency with respect to the Project from the County Legislature, the Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairperson (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairperson (or Vice Chairperson) shall

approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. This Resolution shall take effect immediately.

Discussion ensued with M. Zurlo stating he supports the project, he feels it is a good and needed project, and stated it was incumbent on him to be on the record that the Board is actively looking forward to the work E. Schwartzberg is going to do post-closing and into the future, and his vote is an affirmative and it is conditional on the plans for the future.

E. Schwartzberg stated he is happy all are on the same page, he is 100 percent committed and he has more work to do.

T. Trahan was happy to hear E. Schwartzberg's sentiment and is happy to hear that the jobs will be saved and the opportunity will be there for the elderly.

E. Schwartzberg stated the critical need is absolutely head on, it took him eight months to get the license converted for the Vilas Home, if that were gone and someone wanted to open a new facility for assisted living, it would be extremely complex to get that sophisticated license replaced. He stated it is not like a hotel, where someone can just build. If the community loses the Vilas Home, the community will not have a vital need fulfilled.

The Board then voted on the resolution.

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	<u>YES</u>
David Hoover	EXCUSED	<u>EXCUSED</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>ABSTAIN</u>

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary’s request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Clinton County, New York (the “Public Benefits”):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	30 full time equivalent existing jobs at the Project Facility.
2.	Private sector investment	<input type="checkbox"/> Yes	<input type="checkbox"/> No	\$2,100,000 at the Project Facility within 1 year of the date hereof.

EXHIBIT B

DESCRIPTION OF THE RECAPTURE EVENTS

In connection with the Project and the granting of the Financial Assistance, the Agency and the Project Beneficiary agree that the following shall constitute recapture events with respect to the Project and the granting of the Financial Assistance:

1.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the completion of the acquisition of the Project Facility within 1 year of the date hereof.
2.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the retention of at least [100%] of the average full time equivalent jobs at the Project Facility list on <u>Exhibit A</u> attached hereto within 6 months of the date hereof.
3.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least [100%] of the private sector investment described on <u>Exhibit A</u> attached hereto occurred with respect to the Project Facility within 1 year of the date hereof.
4.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that the Project provided the other Public Benefits described on <u>Exhibit A</u> attached hereto within the time frames assigned to such benefits.
5.	Liquidation of substantially all of the Project Beneficiary’s operating assets at the Project Facility and/or cessation of substantially all of the Project Beneficiary’s operations at the Project Facility.
6.	Relocation of all or substantially all of Project Beneficiary’s operations at the Project Facility to another site, or the sale, lease or other disposition of all or substantially all of

	the Project Facility.
7.	Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
8.	Sublease or assignment of all or part of the Project Facility in violation of any Project Facility Agreement.
9.	A change in the use of the Project Facility, other than as described on Exhibit A and other directly and indirectly related uses, in violation of any Project Facility Agreement.

E. Schwartzberg thanked the Board for their support.

J. Milliken thanked the Board on behalf of the current and future residents and employees of the Vilas Home. At this time both individuals left the meeting.

T. Trahan stated that he understands the pressure on this project but he appreciates the Board's engagement in making sure the County is growing and staying together.

M. Zurlo stated there is a feeling in some instances, that the Board gets a pile of paper and stamps them approved, and he wants the public and any affected taxing jurisdictions to know that the Board analyzes each project, asking the difficult questions and that votes are not taken lightly. He stated E. Schwartzberg has attended three or four IDA meetings in which the Board has put him through his paces.

T. Trahan agreed with M. Zurlo, that the Board puts applicants through their paces (along with Agency Counsel). He believes the Board has a great economic team and with R. McFarlin's rejuvenation of the Agency, it has enabled the Agency to facilitate projects. He thanked R. McFarlin for her role in this.

K. Defayette discussed E. Schwartzberg's vision and track record. He noted he has heard the same things K. Murray discussed about the home in Willsboro and he has also heard nothing but good things (that the residents love it and so do their families.) He continued to state that the Vilas Home has been struggling, and that's probably why their population was down, they financially can't do what they need to do to keep it up. K. Defayette believes E. Schwartzberg's intent is to bring it to the same level as the Willsboro facility or better. He noted if this project was about widgets, he doubts the Board would have passed it, and that while the public might like to think that everything the IDA does is rubber stamped, he doesn't feel it would have been rubber stamped if it were widgets; in this instance the Board is talking about people and lives.

M. Leta thanked the Board for their comments and insight, (as he does not have any personal experiences) but certainly understands having parents and relatives that have gone through similar things. He thinks the way E. Schwartzberg has presented this project (over several occasions) he believes a sound plan was presented. He wishes the Vilas Home the best because he feels it means a lot to the community.

Other Business as Required

R. McFarlin stated Delaware River Solar (DRS) submitted an application for a new 3.74 MW solar project in the Town of Plattsburgh late, and therefore expects resolutions for the Board's consideration will be prepared for the September meeting. She stated it is her understanding, that they are seeking a deviation (similar to those that they sought and obtained in their prior projects) and DRS representatives have spoken to Superintendent Dan Mannix, and that the school district would like to know if the Board

might have a mechanism to employ that would have a lesser or zero impact on their tax cap calculation for next year. She stated she has not yet spoken to the taxing jurisdictions because she just received the application.

Monaghan Medical Corporation

R. McFarlin thanked all that attended the Monaghan Medical Corporation ground breaking ceremony and stated she was impressed by the turnout.

T. Trahan stated he was also impressed with the Monaghan Medical Corporation ground breaking ceremony. He felt it was well organized, the upper management is in tune with what's going on there, and the fact that they bused all of their employees to the ceremony left a lasting impression on him. He enjoyed the way it was organized, he felt it was precise and appreciated that Monaghan Medical Corporation thanked each individual, by name, who had anything to do with making the project happen.

R. McFarlin stated Monaghan Medical said they expect a ribbon cutting next fall (in 2020).

Management Team Reports

Project Status Updates

There were no project status updates.

T. Trahan thanked Legislator Simon Conroy for attending the meeting and M. Zurlo thanked him as well.

With no further business to discuss, K. Murray motioned to adjourn the meeting, seconded by J. VanNatten at 1:02 p.m.



Trent Trahan, Chairperson