

MINUTES OF THE
COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY
WEDNESDAY, OCTOBER 14, 2020

Due to COVID-19, the meeting of the County of Clinton Industrial Development Agency held on Wednesday, October 14, 2020 was through teleconference.

The meeting was called to order by Trent Trahan, Chairperson, at 12:19 p.m. via GoToMeeting.

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

EXCUSED: Mark Leta, Member

STAFF PRESENT: Renee McFarlin, Executive Director
Toni Moffat, Executive Assistant
George Cregg, Jr., Esq., Agency Counsel
Christopher Canada, Esq., Agency Counsel
Dorothy Brunell, Executive Assistant

ALSO PRESENT: Todd Singer, CHPE LLC
Josh Bagnato, CHPE LLC
Kristen Landino, CHPE LLC
Matthew S. Moses, CHPE LLC Counsel, Swartz Moses

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 September 14, 2020 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the September 14, 2020 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by D. Hoover, and seconded by J. VanNatten, it was unanimously carried to approve the minutes of the September 14, 2020 meeting of the CCIDA.

Public Comment

There was no public comment.

Reports

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

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

Committee Reports

Finance Committee

K. Defayette stated the Administrative Services Agreement with Clinton County for 2021 was reviewed and approved at the CCIDA Finance Committee Meeting.

On a motion by J. VanNatten, and seconded by K. Murray, the Board unanimously RESOLVED to accept the 2021 Administrative Services Agreement with Clinton County.

K. Defayette reported posting of the Proposed Budget for 2021 to PARIS and at the Clinton County Government Center was recommended by the CCIDA Finance Committee. On a motion by M. Zurlo, and seconded by K. Murray, it was unanimously RESOLVED to approve the posting of the Proposed Budget for 2021 to PARIS and at the Clinton County Government Center.

Introduction

M. Zurlo introduced Dorothy (Dee Dee) Brunell to the Board. Dee Dee is a part-time County employee covered under the Administrative Services Agreement with Clinton County. Toni Moffat will transition out of CCIDA administrative role and will be training Dee Dee to assume her duties associated with the CCIDA. This will allow the CCIDA and its subsidiaries to have a dedicated employee.

Old Business

Martindale Keysor & Co., PLLC Invoice

R. McFarlin stated question was raised as to why the invoice amounts had increased by over \$2,000. R. McFarlin advised, after consulting with Rick Martindale and David Bushey, that she was mistaken in her understanding of the previous invoice. In 2017, both a progress billing and then a subsequent final invoice were issued, for a combined CCIDA total of \$6,750. Based on this, the audit price has decreased since 2017. After reviewing all the old invoices, the actual increase for the 2019 audit services was \$250 for the CCIDA and \$100 for CCCRC.

On a motion was made by M. Zurlo, and seconded by K. Defayette, the Board unanimously authorized payment of the Martindale Keysor invoice.

Potential Investment of Funds

R. McFarlin spoke with the CCIDA's bank (Glens Falls National Bank) and asked for guidance regarding Federal Deposit Insurance Company insured investment opportunities for approximately \$250,000 rather than keeping this money in checking accounts at separate institutions. The bank provided rates for both Certificates of Deposit and a Growth Money Market Savings Account. It was the bank's recommendation that the CCIDA invest the money in a Growth Money Market Savings Account, which currently has a .35 percent variable interest rate. R. McFarlin presented a comparison to the Board outlining estimated interest earnings for both options. A question was raised as to whether there would be a penalty if the CCIDA needed to access some of the funds at some point in the future. J. VanNatten advised that there would be no penalty if the money was invested in a Money Market Savings Account.

On a motion made by K. Defayette, and seconded by M. Zurlo, the Board unanimously authorized investment of \$245,000 into a Money Market Savings Account with Saratoga National Bank.

New Business

Delaware River Solar – NY Mooers V

R. McFarlin stated the public hearing was live-streamed at 9:00 a.m. on October 14th, 2020 and adjourned at 9:17 a.m. R. McFarlin was the only attendee. No comments were received from any of the taxing jurisdictions regarding the PILOT Deviation Notice of \$5,000/megawatt for 20 years distributed by a pro-rata share. The company is seeking an interim sales tax exemption so they can begin construction. A question was posed to the Board as to whether the Board wants to collect any, all or none of the project fee from Delaware River Solar for the Mooers V Project before granting the sales tax exemption. Upon suggestion by T. Trahan and based on the CCIDA's history of partnership with DRS, it was agreed to wait to issue a project invoice until closing is executed.

Final SEQR Resolution

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

Resolution No. 10-20-01

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

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of 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 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 September 19, 2019, NY Mooers V, LLC, a New York State 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 22 acre parcel of land located on County Route 11 (being a portion of Tax Map No. 58.-1-7.2) in the Town of Mooers, Clinton County, New York (the "Land"), (2) the construction on the Land of up to a 4MW 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 (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 November 4, 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 on September 28, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on September 28, 2020 on a public bulletin board located on a public bulletin board located at the Mooers Town Hall in the Town of Mooers, Clinton County, New York, as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on September 30, 2020 in the Press Republican, a newspaper of general circulation available to the residents of Town of Mooers, Clinton County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 14, 2020 at 9:00 o'clock a.m., local time, 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 November 4, 2019 (the "Preliminary SEQR Resolution), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project (an "EAF") from the Company, to review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project, and (2) to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, further pursuant to SEQRA, the Agency has been informed that (A) Town of Mooers Zoning Board of Appeals (the "Zoning Board of Appeals") was designated to act as the "lead agency" with respect to the Project and (B) on August 27, 2019 the Zoning Board of Appeals determined that that the Project is a "Type I action" which will not have a "significant effect on the environment" and, therefore, that an "environmental impact statement" is not required to be prepared with respect to the Project and issued a negative declaration with respect thereto (the "Negative Declaration"); and

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

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

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

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

Section 2. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

PILOT Deviation Resolution

The following resolution was offered by K. Defayette, seconded by D. Hoover, to wit:

Resolution No. 10-20-02

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED NY MOOERS V, LLC PROJECT.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, in September, 2019, NY Mooers V, LLC (the “Company”), a New York State limited liability 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 22 acre parcel of land located on County Route 11 (being a portion of Tax Map No. 58.-1-7.2) in the Town of Mooers, Clinton County, New York (the “Land”), (2) the construction on the Land of up to a 4MW 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 (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 November 4, 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 on September 28, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on September 28, 2020 on a public bulletin board located on a public bulletin board located at the Mooers Town Hall in the Town of Mooers, Clinton County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on September 30, 2020 in the Press Republican, a newspaper of general circulation available to the residents of Town of Mooers, Clinton County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 14, 2020 at 9:00 o’clock a.m., local time, 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 November 4, 2019 (the “Preliminary SEQR Resolution), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project (an “EAF”) from the Company, to review the EAF

with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project, and (2) to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other “involved agencies” for the purpose of ascertaining whether such “involved agencies” were interested in undertaking a coordinated review of the Project and, if so, designating a “lead agency” with respect to the Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, further pursuant to SEQRA, by resolution adopted by the Agency on October 14, 2020 (the “Final SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Mooers Zoning Board of Appeals (the “Zoning Board of Appeals”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Zoning Board of Appeals dated August 27, 2019 (the “Negative Declaration”), in which the Zoning Board of Appeals determined that the Project to be an “Type I action” and will not have a “significant environmental impact on the environment” and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency’s uniform tax exemption policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the “Affected Tax Jurisdictions”) written notice of the proposed deviation from the Agency’s uniform tax exemption policy and the reasons therefor no fewer than thirty (30) days prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, on August 10, 2020, the members of the Agency adopted a resolution (the “Resolution Authorizing the Pilot Deviation Letter”) which authorized the Executive Director to notify the Affected Tax Jurisdictions of the proposed deviation from the Agency’s uniform tax exemption policy in connection with the Project, which proposed deviation is outlined in the letter dated August 14, 2020 (the “Pilot Deviation Letter”), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, by the Pilot Deviation Letter the Executive Director notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency’s uniform tax exemption policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

(A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the Pilot Deviation Letter.

(B) The Agency has reviewed and responded to all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation.

(C) The Agency has given all representatives from an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based upon (A) the findings and determinations in Section 1 above, (B) any comments received at the Public Hearing, (C) input received at this meeting from the Affected Tax Jurisdictions with respect to the proposed deviation, (D) the Agency's knowledge of the Project, (E) the recommendations of Agency staff, and (F) such further investigation of the Project and the effect of the proposed deviation as the Agency has deemed appropriate, the Agency hereby determines to deviate from the Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Agency's uniform tax exemption policy, the terms of the approved deviation to be as described in the attached Pilot Deviation Letter.

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairperson (or Vice Chairperson) of the Agency, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, 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 such form as is approved by the Chairperson (or Vice Chairperson), 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 Payment in Lieu of Tax 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 Payment in Lieu of Tax 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	YES
Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	EXCUSED
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

PILOT DEVIATION LETTER

-SEE ATTACHED-



Renee McFarlin
Executive Director
137 Margaret Street, Suite 208
Plattsburgh, NY 12901
renee.mcfarlin@clintoncountygov.com
518.565.4627
906.337.0390
518.565.4616

August 14, 2020

VIA HAND DELIVERY

Hon. Mark R. Henry, Chairperson
Clinton County Legislature
137 Margaret Street, Suite 208
Plattsburgh, New York 12901

VIA USPS

James C. Knight, Jr., Superintendent
Northern Adirondack Central School District
P.O. Box 164, 5572 Route 11
Ellenburg Depot, New York 12935

VIA USPS

Jeff Menard, Supervisor
Town of Mooers
2508 Route 11
Mooers, New York 12958

VIA USPS

Paul Gilmore, School Board President
Northern Adirondack Central School District
5572 Route 11
Ellenburg Depot, New York 12935

RE: Proposed Deviation from Uniform Tax Exemption Policy by
County of Clinton Industrial Development Agency
in connection with its Proposed NY Mooers V, LLC Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(c) of the General Municipal Law.

In September, 2019, County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from NY Mooers V, LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of an interest in an approximately 22 acre parcel of land located on County Route 11 (being a portion of Tax Map No. 58.-1-7.2) in the Town of Mooers, Clinton County, New York (the "Land"), (2) the construction on the Land of up to a 4MW AC community solar photovoltaic facility to include an interconnection line (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a solar farm and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section

854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the Application, the Company has made a request to the Agency enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement") which terms would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy"). Capitalized terms not otherwise defined herein are defined in the Policy.

The Agency has previously approved NY Mooers I, LLC, NY Mooers II, LLC, NY Mooers III, LLC and NY Mooers IV, LLC projects (respectively, the "Mooers I Project", the "Mooers II Project", the "Mooers III Project" and the "Mooers IV Project") similar to the Mooers V Project.

The Proposed Pilot Agreement, which would utilize the same payment in lieu of taxes structure approved for the Mooers I, II, III and IV Projects, would not provide any abatements for any special assessments levied on the Project Facility. The Proposed Pilot Agreement would be for a term of twenty (20) years and provide that the Company will pay an annual amount of \$5,000/MW or \$20,000, which amount will be divided equally among the Affected Tax Jurisdictions, resulting in an annual payment of \$6,666 to each of the three Affected Tax Jurisdictions. Any portion of the \$6,666/MW annual payment in lieu of taxes payment not paid by the Company to each Affected Tax Jurisdiction pursuant to a host community agreement would be payable as a payment in lieu of taxes.

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

The purpose of this letter is to inform you of such Pilot Request and that the Agency is considering whether to grant the Pilot Request and to approve a Proposed Pilot Agreement conforming to the terms of the Pilot Request. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for September 14, 2020 at 12:00 p.m., local time at the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires a thirty (30) day notice prior to the Agency taking final action with respect to the Proposed Pilot Agreement (if said Proposed Pilot Agreement may deviate from the provisions of the Policy).

The Agency considered the following factors in considering the proposed deviation:

1. **The nature of the Project:** Solar farm.
2. **The present use of the property:** Undeveloped.

3. The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area: The Project is located in the Town of Mooers, where agriculture has historically been the primary industry. Like many areas in the community, the affected parcel is currently not being farmed due to changes in commodity prices and a reluctance of the next generation to assume operation of the family agricultural business. This Project would facilitate productive use of the parcel, advancing the North Country Regional Economic Development Council's Strategic Plan to import dollars by building the region's green energy economy. Since households who sign up for power produced by the array will receive a 10% discount in energy costs, additional dollars will remain in the regional economy, generating resulting multiplier benefits.

4. The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs: No permanent, private sector jobs. Anticipated 39-50 construction jobs with an average of \$40,000 per construction job.

5. The estimated value of new tax exemptions to be provided: Sales tax exemption: \$235,000 and mortgage recording tax exemption: \$38,000. Since the Town of Mooers and Northeastern Clinton Central School District did not opt out of Real Property Tax Law Section 487, the tax exemption provided by the Project over the first 15 years would be limited to County of Clinton real property taxes. For Years 16 – 20, the annual exemption would include the Town of Mooers and Northeastern Central School annual property tax.

6. The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions: The economic impact of the Proposed Pilot Agreement is positive, since the underlying value of the parcel will likely be largely unaffected and additional revenue will be generated through the Proposed Pilot Agreement. Since the Project is only financially feasible with the Proposed Pilot Agreement in place, the additional benefit of significant special district tax revenue will also accrue to the community's Fire and EMS districts.

7. The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity: It is anticipated that the Project will require the continuing services of local landscape contractors, generating an increase in activity in the local economy.

8. The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement: \$9,880,000

9. The effect of the Proposed Pilot Agreement on the environment: The Town of Mooers is the lead agency with respect to the environmental review.

10. Project Timing: completion anticipated by June, 2021.

11. The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services: None anticipated.

12. **Anticipated tax revenues/Host Community Benefit Agreements:** \$20,000 per year, not including full special district taxes. (Note: If the Company negotiates Host Community Benefit Agreements (HCBA) with each of the taxing jurisdictions, the amount due under the Proposed Pilot Agreement will be reduced by the amount of the HCBA annual payments.)

13. **The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** (a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the Agency's goal of increasing alternative energy development in Clinton County; (c) contributes to New York State goal of development of 50% power from alternative sources; and (d) an additional public benefit will be the fees paid to special districts; this represents significant new revenue for these critical public services.

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at the above telephone number.

Sincerely yours,



Renee McFarlin
Executive Director

Approving Resolution

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

Resolution No. 10-20-03

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NY MOOERS V, 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 commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, in September, 2019, NY Mooers V, LLC (the "Company"), a New York State limited liability 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 22 acre parcel of land located on County Route 11 (being a portion of Tax Map No. 58.-1-7.2) in the Town of Mooers, Clinton County, New York (the "Land"), (2) the construction on the Land of up to a 4MW 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 (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 November 4, 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 on September 28, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on September 28, 2020 on a public bulletin board located on a public bulletin board located at the Mooers Town Hall in the Town of Mooers, Clinton County, New York, as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on September 30, 2020 in the Press Republican, a newspaper of general circulation available to the residents of Town of Mooers, Clinton County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 14, 2020 at 9:00 o'clock a.m., local time, 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 November 4, 2019 (the "Preliminary SEQR Resolution), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project (an "EAF") from the Company, to review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project, and (2) to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, further pursuant to SEQRA, by resolution adopted by the Agency on October 14, 2020 (the "Final SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Mooers Zoning Board of Appeals (the "Zoning Board of Appeals") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Zoning Board of Appeals dated August 27, 2019 (the "Negative Declaration"), in which the Zoning Board of Appeals determined that the Project to be an "Type I action" and will not have a "significant environmental impact on the environment" and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on August 10, 2020 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency scheduled to be held on October 14, 2020. The Executive Director of the Agency caused a letter dated August 14, 2020 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions,

informing said individuals that the Agency would, at its meeting on October 14, 2020, consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on October 14, 2020 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; 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 and (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

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, 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 requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency

(each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor 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") (collectively, the "Contractor Documents"); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement or Installment Sale Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (K) 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 \$9,880,000;

(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) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly

the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(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 from sales tax, mortgage recording tax and real property tax 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. In consequence of the foregoing, 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) enter into the Contractor Documents; (H) enter into the Interim Documents; (I) secure the Loan by entering into the Mortgage; and (J) grant the Financial Assistance with respect to the Project.

Section 5. 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. 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, 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.

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

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

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.	Creation of construction employment for local labor (i.e., labor resident in the area comprised of the North Country Economic Development Region)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Average of 39-50 full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of 6 months, commencing within 6 months of the date hereof.
2.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	\$9,880,000 at the Project Facility within 2 years 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 commencement of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 6 months of the date hereof.
2.	Failure of the Project Beneficiary to document to the satisfaction of the Agency the completion of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 1 year of the date hereof.
3.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least [90%] of the average full time equivalent local labor construction jobs at the Project Facility listed on Exhibit A attached hereto during the construction period described on <u>Exhibit A</u> attached hereto.
4.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least [90%] of the private sector investment described on <u>Exhibit A</u> attached hereto occurred with respect to the Project Facility within 2 years of the date hereof.
5.	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.



6.	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.
7.	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.
8.	Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
9.	Sublease or assignment of all or part of the Project Facility in violation of any Project Facility Agreement.
10.	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.

Plattsburgh-North Country Chamber of Commerce Invoice – Membership Dues

On a motion by M. Zurlo, and seconded by J. VanNatten, the Board unanimously authorized the payment of the Plattsburgh-North Country Chamber of Commerce invoice for \$212.

Other Business as Required

CHPE LLC

R. McFarlin reported the Board was provided with a copy of the application from CHPE LLC. Todd Singer, Chief Financial Officer of Transmission Developers for CHPE LLC, thanked the Board for the opportunity to attend the call. R. McFarlin reviewed the pilot proposal submitted by CHPE. The proposed valuation method would be based on construction costs. CHPE has provided a proposed tax abatement over 30 years. M. Zurlo questioned a slight discrepancy between the numbers provided in the Executive Director's Report and the numbers provided in the application. CHPE addressed the discrepancies and advised that the term sheet which was prepared in early March was based on estimated mileage figures. Since then, the mileage figures have been refined by extending the decimal to six figures and are more accurate. Mr. Singer also stated the tax rate was also based on an average for the various jurisdictions.

M. Zurlo noticed that there are 12 taxing jurisdictions listed and questioned why the Plattsburgh City School District and the City of Plattsburgh were excluded. Matt Moses advised that the taxing jurisdictions were determined in the engineering firm's preliminary layout of the transmission line and the Geographic Information System map of the taxing jurisdiction boundaries. These mapping exercises were used to calculate the tax rates for those jurisdictions that applied. The City of Plattsburgh and the City School District boundaries do not extend out to the center line of the lake and so the current anticipated location of the line will not go through the jurisdictional line of the City of Plattsburgh or the Plattsburgh City School District. The City of Plattsburgh's boundary is an island within the boundary of the Town of Plattsburgh and does not go to the Town boundary.



M. Zurlo asked CHPE what conversations they have had about the taxability of their project with other IDA's to ensure there are no disadvantages to the project or disadvantages to the jurisdictions. CHPE advised they are making sure that everyone is treated fairly up and down the route. The abatement schedule varies based on whether the cable is buried underwater or buried underground. New York City is a standalone, separate case. Underwater portions of the route will have next to no disruption to the associated local communities and the abatement schedule is commensurate with that. Underground portions, which start in Washington County, will experience disruptions related to traffic and this has been taken into consideration with a different abatement schedule. CHPE stated that they need certainty in order to finance their project and are talking with all jurisdictions to ensure certainty on a long-term basis. New York law is clear that private improvements on public lands are taxable to the owner or developer of those improvements. Currently, Essex County has taken a different view: it is their belief that construction of the project within the easement area essentially casts an umbrella of State ownership over the project improvements and thereby exempts those improvements from property tax by jurisdictions. Although CHPE has not had further discussion with Essex County, they do not agree. CHPE is applying the same abatement schedule for all affected counties. M. Zurlo asked if CHPE was going to have an agreement in place with Essex County prior to the commencement of this project. CHPE indicated that they need some sort of agreement with them to obtain financing. Essex County represents a 50+ mile section of the route. M. Zurlo asked if there was a plan for having conversations with Clinton County's 12 taxing jurisdictions. CHPE indicated they do not currently have a plan in place but will be happy to work with everyone. There were no further questions.

Public Hearing Resolution

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

Resolution No. 10-20-04

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF CHPE LLC.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, CHPE LLC, a New York State limited liability company (the "Company"), has presented an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting 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 or interests in various parcels of land spanning across 335 miles of land in the Village of Rouses Point, Town of Champlain, Town of Chazy, Town of Beekmantown, Town of Plattsburgh, Town of Peru, and Town of Ausable, Clinton County, New York (collectively, the “Land”), (2) the construction, installation and equipping on or under the Land of a fully-buried, up to 1,250-megawatt (“MW”) HVDC electric transmission line and related infrastructure (collectively, the “Improvements”) and (3) the acquisition and installation thereon and therein of certain related machinery and equipment, including but not limited to, two (2) five-inch diameter high-voltage direct current (“HVDC”) transmission cables (collectively, the “Equipment”) (the Land, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be used and operated by the Company as a portion of an electric power transmission line from the U.S.-Canada border to New York City; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) that due to the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo, during the novel Coronavirus (COVID-19) pandemic, to establish the time, date and electronic method of either conference call or webinar of conducting a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); provided, however, when the ban is lifted or the Executive Orders are rescinded, the Executive Director shall establish the time, date and place for the Public Hearing, which Public Hearing will be held in a city, town or village where the Project Facility is or is to be located; (B) to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairperson, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.



Section 4. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

Preliminary SEQR Resolution

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

Resolution No. 10-20-05

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

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, CHPE LLC, a New York State limited liability company (the "Company"), has presented an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting 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 or interests in various parcels of land spanning across 335 miles of land in the Village of Rouses Point, Town of Champlain, Town of Chazy, Town of Beekmantown, Town of Plattsburgh, Town of Peru, and Town of Ausable, Clinton County, New York (collectively, the "Land"), (2) the construction, installation and



equipping on or under the Land of a fully-buried, up to 1,250-megawatt (“MW”) HVDC electric transmission line and related infrastructure (collectively, the “Improvements”) and (3) the acquisition and installation thereon and therein of certain related machinery and equipment, including but not limited to, two (2) five-inch diameter high-voltage direct current (“HVDC”) transmission cables (collectively, the “Equipment”) (the Land, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be used and operated by the Company as a portion of an electric power transmission line from the U.S.-Canada border to New York City; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

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

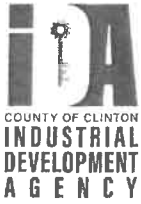
WHEREAS, pursuant to the Regulations, the Agency has examined the Application in order to make an initial determination as to the potential environmental significance of the Project and the number of agencies that may be involved with respect to the Project; and

WHEREAS, based upon a review of the Application, the Agency wishes to explore the desirability of following the coordinated review procedures outlined in the Regulations with respect to 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 Application, 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 with respect to the Project:

(A) The Project consists of the following: (A) (1) the acquisition of an interest or interests in various parcels of land spanning across 335 miles of land in the Village of Rouses Point, Town of Champlain, Town of Chazy, Town of Beekmantown, Town of Plattsburgh, Town of Peru, and Town of Ausable, Clinton County, New York (collectively, the “Land”), (2) the construction, installation and equipping on or under the Land of a fully-buried, up to 1,250-megawatt (“MW”) HVDC electric transmission line and related infrastructure (collectively, the “Improvements”) and (3) the acquisition and installation thereon and therein of certain related machinery and equipment, including but not limited to, two (2) five-inch diameter high-voltage direct current (“HVDC”) transmission cables (collectively, the “Equipment”) (the Land, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be used and operated by the Company as a portion of an electric power transmission line from the U.S.-Canada border to New York City; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and



mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

(B) The Project involves more than one “involved agency” (as such quoted term is defined in SEQRA); and

(C) If the Project constitutes an “unlisted action” (as such quoted term is defined under SEQRA), coordinated review and notification of other involved agencies is strictly optional with respect to the Project, therefore the Agency wishes to investigate the advisability of undertaking a coordinated review with respect to the Project.

Section 2. For purposes of exploring the desirability of following the coordinated review procedures outlined in the Regulations, the Executive Director of the Agency is hereby authorized and directed to take the following actions (quoted terms used below shall have the meanings assigned to such terms in SEQRA):

(A) Determine whether the Project constitutes a “type II action” under SEQRA, in which case, pursuant to Section 617.5(a) of the Regulations, the Project is not subject to review under SEQRA.

(B) If the Project does not constitute a “type II action” under SEQRA, then determine whether the Project constitutes an “unlisted action” or a “type I action” under SEQRA.

(C) If the Project constitutes an “unlisted action” under SEQRA, then determine whether it is advisable to undertake a coordinated review with respect to the Project.

(D) If (1) the Project constitutes an “unlisted action” under SEQRA and the Executive Director determines that it is advisable to undertake a coordinated review with respect to the Project, or (2) the Project constitutes a “type I action” under SEQRA, then contact all other “involved agencies” with respect to the Project for the purpose of ascertaining whether they are interested in undertaking a coordinated review with respect to the Project.

(E) In the event that (1) all other “involved agencies” indicate that they are interested in undertaking a coordinated review of the Project, (2) one of the other “involved agencies” indicates that it desires to be designated as “lead agency” with respect to the Project and (3) the other “involved agencies” are amenable to designating such involved agency as “lead agency”, then take all necessary steps to indicate the concurrence of the Agency that such “involved agency” be designated as “lead agency” with respect to the Project (as such quoted terms are defined under SEQRA).

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

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

Section 3. This Resolution shall take effect immediately.



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

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

The foregoing Resolution was thereupon declared duly adopted.

PILOT Deviation Notice Resolution

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

Resolution No. 10-20-06

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED CHPE LLC PROJECT.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, in October, 2020, CHPE LLC, a New York State 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 or interests in various parcels of land spanning across 335 miles of land in the Village of Rouses Point, Town of Champlain, Town of Chazy, Town of Beekmantown, Town of Plattsburgh, Town of Peru, and Town of Ausable, Clinton County, New York (collectively, the "Land"), (2) the construction, installation and equipping on or under the Land of a fully-buried, up to 1,250-megawatt ("MW") HVDC electric transmission line and related infrastructure (collectively, the "Improvements") and (3) the acquisition and



installation thereon and therein of certain related machinery and equipment, including but not limited to, two (2) five-inch diameter high-voltage direct current (“HVDC”) transmission cables (collectively, the “Equipment”) (the Land, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be used and operated by the Company as a portion of an electric power transmission line from the U.S.-Canada border to New York City; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on October 14, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on October 14, 2020 (the “Preliminary SEQR Resolution”), the Agency (A) determined (1) that the Project involves more than one “involved agency”, and (2) that, the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other “involved agencies” for the purpose of ascertaining whether such “involved agencies” were interested in undertaking a coordinated review of the Project and, if so, designating a “lead agency” with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, in connection with the Application, the Company made a request to the Agency (the “Pilot Request”) that the Agency deviate from the Agency’s Uniform Tax Exemption Policy (the “Policy”) by providing a fixed payment per year for a term of 30 years based on the generating capacity of the Project Facility expressed in a dollar per calculations based on the estimated cost of line per mile; and

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

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such Pilot Request for a deviation from the Agency’s Policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project is located (collectively, the “Affected Tax Jurisdictions”) no fewer than thirty (30) days prior written notice of the proposed deviation from the Agency’s uniform tax exemption policy and the reasons therefore; and

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

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



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

Section 2. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

PROPOSED FORM OF PILOT DEVIATION LETTER

-SEE ATTACHED-



DRAFT FOR DISCUSSION PURPOSES ONLY
DATED: OCTOBER 14, 2020

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY
137 Margaret Street, Suite 209
Plattsburgh, New York 12901
Tel: 518-565-4627
Fax: 518-565-4616

_____ October , 2020

SEE ATTACHED TAXING ENTITY
DISTRIBUTION LIST

RE: Proposed Deviation from Uniform Tax Exemption Policy by
County of Clinton Industrial Development Agency
in connection with its Proposed CHPE LLC Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(c) of the General Municipal Law.

In October, 2020, County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from CHPE LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land spanning across 335 miles of land in the Village of Rouses Point, Town of Champlain, Town of Chazy, Town of Beekmantown, Town of Plattsburgh, Town of Peru, and Town of Ausable, Clinton County, New York (collectively, the "Land"), (2) the construction, installation and equipping on or under the Land of a fully-buried, up to 1,250-megawatt ("MW") HVDC electric transmission line and related infrastructure (collectively, the "Improvements") and (3) the acquisition and installation thereon and therein of certain related machinery and equipment, including but not limited to, two (2) five-inch diameter high-voltage direct current ("HVDC") transmission cables (collectively, the "Equipment") (the Land, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be used and operated by the Company as a portion of an electric power transmission line from the U.S.-Canada border to New York City; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the Application, the Company has made a request to the Agency enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement") which terms would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy"). Capitalized terms not otherwise defined herein are defined in the Policy.



The Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility. The Proposed Pilot Agreement would be for a term of 30 years, with the Company making the payments in each year as a Pilot Payment to each Affected Tax Jurisdiction as follows:

**PILOT Abatement Schedule
Potential**

PILOT Agreement Year	Annual Taxes Otherwise Due	Abatement	PILOT Payment
Construction Years	\$0		\$0
1	\$3,719,033	75%	\$929,758
2	\$3,772,959	75%	\$943,240
3	\$3,827,667	75%	\$956,917
4	\$3,883,168	75%	\$970,792
5	\$3,939,474	75%	\$984,869
6	\$3,996,597	70%	\$1,198,979
7	\$4,054,547	70%	\$1,216,364
8	\$4,113,338	70%	\$1,234,002
9	\$4,172,982	70%	\$1,251,895
10	\$4,233,490	70%	\$1,270,047
11	\$4,294,876	65%	\$1,503,206
12	\$4,357,151	65%	\$1,525,003
13	\$4,420,330	65%	\$1,547,115
14	\$4,484,425	65%	\$1,569,549
15	\$4,549,449	65%	\$1,592,307
16	\$4,615,416	60%	\$1,846,166
17	\$4,682,339	60%	\$1,872,936
18	\$4,750,233	60%	\$1,900,093
19	\$4,819,112	60%	\$1,927,645
20	\$4,888,989	60%	\$1,955,596
21	\$4,959,879	50%	\$2,479,940
22	\$5,031,797	50%	\$2,515,899
23	\$5,104,759	50%	\$2,552,379
24	\$5,178,778	40%	\$3,107,267
25	\$5,253,870	40%	\$3,152,322
26	\$5,330,051	40%	\$3,198,031
27	\$5,407,337	30%	\$3,785,136
28	\$5,485,743	20%	\$4,388,594
29	\$5,565,286	10%	\$5,008,758
30	\$5,645,983	5%	\$5,363,684

The Policy provides that, for a facility similar to the Project Facility, payments in lieu of taxes will normally be determined as follows: the Company would have the benefit of a 50% abatement in real property taxes on the Facility and any portion of the Equipment assessable as real property pursuant to the New York Real Property Tax Law (collectively



with the Facility, the “Improvements”) in year one of the payment in lieu of tax agreement with a five percent per year increase over the term of the ten year payment in lieu of tax agreement.

The purpose of this letter is to inform you of such Pilot Request and that the Agency is considering whether to grant the Pilot Request and to approve a Proposed Pilot Agreement conforming to the terms of the Pilot Request. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for _____, 2020 at 12:00 p.m., local time at the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York (the “Meeting”). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires a thirty (30) day notice prior to the Agency taking final action with respect to the Proposed Pilot Agreement (if said Proposed Pilot Agreement may deviate from the provisions of the Agency’s Uniform Tax Exemption Policy).

The Agency considered the following factors in considering the proposed deviation:

1. **The nature of the Project:** Electric power transmission line.
2. **The present use of the property:** _____.
3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:** _____.
4. **The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:** _____.
5. **The estimated value of new tax exemptions to be provided:** _____.
6. **The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions:** _____.
7. **The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity:** _____.
8. **The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement:** _____.
9. **The effect of the Proposed Pilot Agreement on the environment:** _____.
10. **Project Timing:** The Project is due to start in March, 2021 and completed in 2025.
11. **The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:** _____.
12. **Anticipated tax Revenues:** _____.
13. **The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** _____.



The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Agency's Uniform Tax Exemption Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Agency's Uniform Tax Exemption Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at the above telephone number.

Sincerely yours,

Renee McFarlin
Executive Director



Distribution List of Taxing Entities for the
CHPE LLC Project

Clinton County Legislature

Honorable Mark R. Henry, Chairperson
Clinton County Legislature
Clinton County Government Center
137 Margaret Street, Suite 208
Plattsburgh, New York 12901

Village of Rouses Point

(within the Town of Champlain)

Jedidiah F. Thone, Mayor
Village of Rouses Point
139 Lake Street, PO Box 185
Rouses Point, NY 12979

Robb J. Garrand, School Superintendent
Northeastern Clinton Central School District
103 Route 276
Champlain, New York 12919

Stephen Southwick, School Board President
Northeastern Clinton Central School District
103 Route 276
Champlain, New York 12919

Town of Champlain

Larry Barcomb, Town Supervisor
Town of Champlain
P.O. Box 3144
729 Route 9
Champlain, NY 12919

Robb J. Garrand, School Superintendent
Northeastern Clinton Central School District
103 Route 276
Champlain, New York 12919

Stephen Southwick, School Board President
Northeastern Clinton Central School District
103 Route 276
Champlain, New York 12919



Town of Chazy

William Arthur, Town Supervisor
Town of Chazy
Chazy Town Hall
9631 State Route 9
Chazy, NY 12921

Scott Osborne, Superintendent of Schools
Chazy Central Rural School
609 Miner Farm Road
Chazy, NY 12921

Joey Trombley, School Board President
Chazy Central Rural School
609 Miner Farm Road
Chazy, NY 12921

Town of Beekmantown

Samuel R. Dyer, Town Supervisor
Town of Beekmantown
Town of Beekmantown Town Hall
571 Spellman Rd.
West Chazy, NY 12992

Daniel Mannix, Superintendent of Schools
Beekmantown Central School District
37 Eagle Way
West Chazy, NY 12992

Cathy Buckley, School Board President
Beekmantown Central School District
37 Eagle Way
West Chazy, NY 12992

Town of Plattsburgh

(schools: Peru, Saranac and Beekmantown)

Michael S. Cashman, Town Supervisor
Town of Plattsburgh
151 Banker Road
Plattsburgh, NY 12901-7307

Javier Perez, Superintendent of Schools
Saranac Central School District
32 Emmons Street
Dannemora, New York 12929



Tracy Allen-Waite, School Board President
Saranac Central School District
32 Emmons Street
Dannemora, New York 12929

Town of Peru
(schools: Peru and Ausable)

Brandy McDonald, Town Supervisor
Town of Peru
3036 Main Street
Peru, New York 12972

Dr. Thomas Palmer, Superintendent of Schools
Peru Central School District
17 School Street
Peru NY 12972

Bonnie Berry, School Board President
Peru Central School District
17 School Street
Peru NY 12972

Town of Ausable
(schools: Peru and Ausable)

Sandy Senecal, Town Supervisor
Town of Ausable
111 Ausable Street
Keeseville, New York 12944

Paul D. Savage, II, Superintendent of Schools
Ausable Valley Central School District
1273 Route 9N
Clintonville, NY 12924

Robyn Pray, School Board President
Ausable Valley Central School District
1273 Route 9N
Clintonville, NY 12924



Correspondence

R. McFarlin reported two letters were received from Plattsburgh City School District Superintendent, Jay Lebrun.

R. McFarlin stated the letter from Jay Lebrun, dated September 17, 2020, was with regard to the Plattsburgh LLC Project. T. Trahan asked R. McFarlin if J. Lebrun was accurate in his statement in the letter regarding the proposed Harborside Project that negotiations for the PRIME Project had already taken place before the school district was informed and included. R. McFarlin stated that this was not true. M. Zurlo indicated that he attended a meeting along with J. Lebrun and the Mayor of the City of Plattsburgh where this Project was discussed. Therefore, the City School District was made officially aware of the proposed project pilot at the same time as the County and the City of Plattsburgh. R. McFarlin also clarified that only the CCIDA was involved with initial negotiations with the Plattsburgh Project applicants. No representatives from taxing jurisdictions were present. R. McFarlin stated that she included in her response that the CCIDA has not received a CCIDA application nor had an initial meeting with the applicant.

R. McFarlin stated a copy of an email dated October 2, 2020 from Peter Ensel was provided to the Board.

Management Team Reports

Project Monitoring:

R. McFarlin stated the Monahan Medical building looks like is it complete from the outside.

R. McFarlin reported Schuler Systems is also moving forward on their R&D project and executed closing occurred last week. She also noted the project fee has been received.

Project Status Update

R. McFarlin included the project tracking spreadsheet in this month's Executive Summary Report.

There being no further business to discuss, on a motion by J. VanNatten, and seconded by K. Murray, the meeting adjourned at 1:19 p.m.



Trent Trahan, Chairperson