

**Minutes of the  
County of Clinton  
Industrial Development Agency  
February 8, 2021**

**Due to COVID-19, this meeting of the County of Clinton Industrial Development Agency held on Monday, February 8, 2021 was through teleconference.**

The meeting was called to order by Trent Trahan, Chairperson, at 12:02 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  
Mark Leta, Member  
John VanNatten, Member

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

**ALSO PRESENT:** Eli Schwartzberg, Vilas Home, LLC  
David Kreutz, ERS-Rouses Point, LLC  
Todd Curley, Prime Companies  
Dean Devito, Prime Companies  
Andrew Bailey, Green National (Beekman Towers)  
Troy Green, Green National (Beekman Towers)  
Connor Hill, Green National (Beekman Towers)  
Rory Neubrandner, Green National (Beekman Towers)  
John DuCharme, Esq., DuCharme Clark, LLP  
Christopher Rosenquest, Mayor – City of Plattsburgh  
Jed Thone, Mayor – Village of Rouses Point  
Scott Allen  
Syl Beaudreau  
Patricia Bradley  
McKensie Delisle  
Kevin Farrington  
Neil Fessette  
Kim Ford  
Scott Hite  
Joan Janson  
Amy Kretser  
Thomas Latinville  
Terry Meron  
Chris Mitigut  
Devi Momot  
Sue Moore  
Tim Palkovic

Bucky Seiden  
John Seiden  
Rod Sherman  
Fred Wachtmeister  
Frank Zappala, Esq.

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 18, 2020.

### **Approval of the Minutes of the January 11, 2021 Meeting**

T. Trahan asked if there were any questions regarding the draft minutes of the January 11, 2021 meeting.

On a motion by M. Zurlo, and seconded by D. Hoover, it was unanimously carried to approve the minutes of the January 11, 2021 meeting of the CCIDA.

### **Public Comment**

T. Trahan advised that public comments are limited to 3 minutes each, with a total of 20 overall minutes; however, since there are so many people present, the overall time will be extended as necessary so everyone has an opportunity to speak. R. McFarlin asked that anyone from an affected taxing jurisdiction on a project come forward first.

Chris Rosenquest, Mayor of the City of Plattsburgh, advised he held a very crucial and honored position on the Clinton County Legislature as the first chairperson of the Economic Development Committee and he appreciates having the learning opportunity to understand the role and function of the IDA. He further advised that, in general, he supports payment-in-lieu-of-taxes (PILOT) agreements; however, since job creation is a key factor in the PILOT amount, in the case of the Prime Project it is a concern, as well as the amount of the tax deviation. C. Rosenquest suggested that perhaps a more applicable use of a PILOT in the Prime Project could be determined that would provide more money for taxpayers and address the concerns of a lot of people, including local developers, and asked for an opportunity to renegotiate.

John DuCharme, Esq., advised that he represents a group of property owners in Plattsburgh who have formed a limited liability company named the Concerned Owners of Plattsburgh Properties, LLC. He advised that he had submitted a letter, via email, to R. McFarlin and he wanted to confirm that she had received the letter and circulated it to the Board. In this letter, he sets forth his clients' opposition to the proposed PILOT agreement between the County of Clinton Industrial Development Agency (CCIDA) and Prime Plattsburgh. J. DuCharme stated that his clients are in favor of proper, wise and fair development in Plattsburgh. He also advised that many of his clients are real estate developers who feel that the deal that Prime Plattsburgh is getting is exceedingly generous and will place them at a competitive disadvantage. They also feel that they will be subsidizing the property and school taxes for a competitor which they feel is not fair. J. DuCharme advised that the Prime developers are already receiving \$4.3 million dollars in grant money from the City and are receiving the property for one dollar. He stated that the proposed PILOT agreement makes the benefits the Project is requesting excessive. J. DuCharme further stated that several of his clients have concerns regarding how the project itself was originally bid and that several of them have expressed interest in bidding on the project had they known they would receive \$4.3 million dollars in grant money plus the property for free. In summary, J. DuCharme stated that his clients objected at the outset and he was requesting that the CCIDA refuse to enter into the PILOT

agreement. M. Zurlo advised that he had received his correspondence and that it was part of the meeting materials R. McFarlin provided to the Board.

Terry Meron advised that he too had sent a letter to the CCIDA detailing his objections to the Project. He advised that he felt the bid process was extremely unfair and he did not believe that a single local developer had been spoken to regarding the Project. T. Meron advised that he does not believe that Prime should be granted any CCIDA funds considering all the other financial benefits they are receiving. T. Meron further stated his concerns that the developer has no experience with waterfront development and that their plans do not comply with New York State or national standards for waterfront development. T. Meron stated that this is a missed opportunity for Plattsburgh to become a special place where locals and visitors would love to go and spend time.

John Seiden stated that this Project is a tremendous giveaway and it should be reconsidered. He further advised that prior to the pandemic, Plattsburgh was not able to generate enough money to build the quality of life that people deserve and this Project is basically 'giving away the farm.' He further stated that any development of this nature should have some benefits and some caveats, but this goes beyond that. J. Seiden also expressed his concern that this Project will only result in the creation of one job and that CCIDA funding should be used for projects that will result in the creation of many jobs like Bombardier or Nova Bus, and should not simply enrich a single developer as in this case.

Joan Janson advised that she had spoken to the Board in September and had asked the Board to look at the Camoin Study done for the City of Plattsburgh entitled "Market Analysis and Economic Feasibility." In this study, the market analysis portion found that there is no market for what Prime plans to offer, and the study recommended a very slow addition of residential rentals as the market could not support more. J. Janson went on to cite a current rental advertisement in the Press Republican. She further advised that the study found that the market for commercial space is relatively stagnant and any new developer would not get a reasonable return on investment. J. Janson further stated that there is currently an abundance of commercial space in and around Plattsburgh. She stated that the Prime proposal will not ease the burden on education, transportation, police, fire or emergency medical services, nor will it ease the burden on infrastructure, water, sewer, electricity and roadways. J. Janson stated the Board should demand an updated economic feasibility study be completed prior to approving the Project.

Scott Allen asked for confirmation that the Board received written comments from the Plattsburgh Citizens Coalition dated February 6, 2021. R. McFarlin confirmed receipt.

Neil Fesette stated that he too had submitted a letter as well as a financial analysis. He stated that currently there are in excess of 100 rental units that have been built which are very similar to what Prime is going to build. He stated that the developers who built these units paid for their land, received no tax subsidy, are fully tax assessed and the units are occupied and appear to be doing well. N. Fesette questioned why we should give land away. He also stated that for a project like this, the PILOT should only extend for a few years allowing time for the property to stabilize and then they should pay taxes like everyone else.

Tom Latinville stated the purpose of the Citizens Coalition is to look for fairness and with the new City administration, he believes they are going to find the balance they are looking for. He stated that when you add non-taxable properties within the city, it increases the demand on infrastructure and the increased funding required to support the infrastructure will increase the burden on taxpayers. He further stated that he and his family welcome developers to come to the area but they need to pay their fair share.

Frank Zappala introduced himself and stated that he wanted the Board to be aware that there is litigation pending against the City concerning the Prime Project. He stated that the outcome of this litigation could

directly affect any decisions made today and he believes it would be prudent to adjourn any vote on this application until all litigation has been concluded.

Syl Beaudreau stated that the PILOT agreement is a slap in the face to local developers who have invested years of hard work and millions of dollars into the City without receiving millions of dollars in gifts, dramatically lower assessments and long-term tax abatement. She further stated that local developers create jobs and purchase materials in the community and the profits they make stay in the region. S. Beaudreau made the following points: from a social justice standpoint, it is unfair to ask city taxpayers to subsidize the profits of millionaires for 21 years; a large amount of property within the city is tax exempt and this places an increased tax burden on property owners; Plattsburgh has a wide reputation of being a high-tax city and this discourages new individuals and families from moving here. S. Beaudreau stated that this type of failure to listen to the outcry of the general public caused taxpayers in Orange County to start a grassroots organization which, with the help of State Senator James Skoufis, successfully called for and brought about the dissolution of the Town of Montgomery IDA for abuse of PILOT tax breaks. In summary, S. Beaudreau asked the Board to think about this before casting their final vote.

Scott Hite introduced himself as a low-level investor who has bought and sold properties in the city for 15 plus years. He stated that what upsets him is the tax revenue being given away. He feels that there has to be a fair balance with everyone paying their share. He does not agree with the plan as it currently stands but if it were revised so more taxes were paid by the Project, he might get back on-board. He would also feel better if it were a local developer.

Kevin Farrington introduced himself as the Vice President of the Plattsburgh Citizen's Coalition and a business owner in downtown Plattsburgh. He stated that there is no financial supporting documentation to justify the PILOT and the return on investment. He also stated that as an engineer for 30 years and city engineer for 15 years, he has worked on the Saranac River Trail. He stated his agreement with Terry Meron that this project flies in the face of smart waterfront development. He also stated that the zoning board doesn't want to look at financial impacts of the PILOT, and the inefficient parking plan lends itself to problems with respect to return on investment. He also questioned the sustainability of the Project and, if necessary, whether such a large property could be repurposed.

Kim Ford stated that she had spoken in front of the Board twice last year and submitted written comments. She indicated there was one item that no one else had touched upon and that was the current use of the property as a parking lot benefitting all current property owners, business owners and tenants living downtown. She questioned where people are going to find alternate parking.

Tim Palkovic stated that he was one of the first people to write about this Project when it was first proposed to the City. He feels that the building is the wrong size, in the wrong place, at the wrong time. He stated that a building like the one proposed gives an illusion of wealth, while, in reality, it creates long-term payable liabilities. T. Palkovic also stated that rehab in all areas of the City would be more financially beneficial and a better use of the money rather than shiny new buildings.

Jed Thone stated that when he visits the City and goes downtown, he uses the Durkee Street parking lot as it is very convenient.

Public Comment concluded at 12:41 p.m.

## **Reports**

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

## **Old Business**

### **Green National - Beekman Towers Bond Volume Cap Request**

R. McFarlin advised that last year, Green Beekman Towers came before the Agency with an application for a tax-exempt bond issuance for renovation of the Beekman Towers building. In reviewing the financials as plans have evolved, Beekman Towers has come forward with a revised request for approximately \$13 million in bonds. In January, the Agency received their bond allocation letter, and we have been allocated approximately \$2.9 million from New York State. Therefore, the Agency would have to seek State approval to be issued additional bonds. It is recommended that the Board make a request from the North Country Regional Economic Council for the additional bonds required to move the project forward. R. McFarlin provided a draft letter for the Board's review that would ascertain if the State would consider issuing the bonds taking into consideration the State's current economic situation. R. McFarlin advised that this request would not commit the IDA to issuance of the bonds.

Andrew Bailey, Executive Vice President of Green National Development, addressed the Board and stated that they are seeking \$13 million in bonds because they would like to utilize private placement taxes and financing for their permanent mortgage. Doing so would allow a faster closing (typically 120 to 150 days) versus applying for an FHA loan or something similar which typically take at least a year to close. M. Zurlo asked if the scope of the project has changed since their original request, and A. Bailey advised that it has not at this time. A. Bailey advised that they need to know what the debt product is going to be so they can be sure they are meeting lending requirements. Also, if the scope were to change upwards, it would be from adding things to the scope as opposed to doing value engineering. R. McFarlin advised the Board that no action is required at this time because the IDA is not committing to any action.

## **New Business**

### **Mount Whitney Meadows, LLC (SterRx) Project**

R. McFarlin advised that the Public Hearing for the Mount Whitney Meadows, LLC Project was held on February 4, 2021. Present on the call were Patrick Murnane and Mike Murnane from Mount Whitney Meadows, LLC; Dean Schneller, Esq., Applicant's Counsel; and Trevor Cole, Plattsburgh Town Senior Planner. There was no public comment at the Public Hearing.

Minutes from the Mount Whitney Meadows, LLC Public Hearing were presented for acknowledgement by the Board.

On a motion by K. Defayette, and seconded by D. Hoover, it was unanimously carried to acknowledge receipt of the minutes from the Mount Whitney Meadows, LLC Public Hearing.

### **Vilas Home, LLC**

Eli Schwartzberg of the Vilas Home, LLC provided a brief summary of the proposed renovation and expansion project. R. McFarlin advised that the Project application was received in September 2020, and the Public Hearing was held in December 2020. The only member of the public present for the Public Hearing call was Fred Wachmeister, who provided comments. In subsequent communication with F. Wachmeister, he indicated that he does not oppose the Project but would like the Board to require documentation from the Project demonstrating proof that they are meeting the commitments made in their application, such as providing scholarships. M. Zurlo commented that F. Wachmeister's concern is valid and stated that E. Schwartzberg has indicated his willingness to provide assurances to the Board that the

commitments made by the Project to gain the Uniform Tax Exempt Policy (UTEP) points allowing for a Tier 3 PILOT are fulfilled. M. Zurlo further indicated that while he does not believe it will be a problem, the IDA does have the ability to claw back a benefit should a commitment not come to fruition.

## **FINAL SEQR RESOLUTION**

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

### **Resolution No. 02-21-01**

**RESOLUTION ACCEPTING THE DETERMINATION BY THE CITY OF PLATTSBURGH PLANNING BOARD TO ACT AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE VILAS HOME, LLC (2020 ADDITION) PROJECT AND ACKNOWLEDGING RECEIPT OF THE NEGATIVE DECLARATION ISSUED WITH RESPECT THERETO.**

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

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

WHEREAS, in November, 2020, Vilas Home, LLC, a New York State limited liability company (the “Company”), submitted an application, as amended in January, 2021 (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the “Land”), together with an existing 22,400 square foot building located thereon (the “Existing Facility”), (2) the reconstruction and renovation of the Existing Facility and the construction of a 60,000 square foot addition to the Existing Facility (the “Addition” and collectively with the Existing Facility, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an adult home facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale

of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on November 9, 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 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 November 30, 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 a public bulletin board on December 1, 2020 at the City Clerk’s Office, City Hall located at 41 City Hall Place in the City of Plattsburgh, Clinton County, New York and on November 27, 2020 on the Agency’s website, (C) caused notice of the Public Hearing to be published on December 3, 2020 in the Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, 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 December 17, 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 9, 2020 (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) City of Plattsburgh Planning Board (the “Planning Board”) was designated to act as the “lead agency” with respect to the Project and (B) on February 24, 2019, by resolution adopted by the Planning Board, the Planning Board 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 (the “Planning Board Resolution”) and issued a negative declaration on February 26, 2020 with respect thereto (the “Negative Declaration”), which Negative Declaration is attached hereto as Exhibit A; and

WHEREAS, at the time that the Planning Board 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 Planning Board 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 Planning Board 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, the Planning Board Resolution 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 Planning Board 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 Planning Board 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	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.



EXHIBIT A

NEGATIVE DECLARATION

Agency Use Only [If Applicable]

Project : Vilas Home Site Plan 2019

Date : 2/18/2020

**Full Environmental Assessment Form**  
**Part 3 - Evaluation of the Magnitude and Importance of Project Impacts**  
**and**  
**Determination of Significance**

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

**Reasons Supporting This Determination:**

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

The project will occur wholly within a registered historic site known as the S.F. Vilas Home for Aged and Infirm Ladies with unique site number, 019-40-0030. It was dedicated for use in 1890 as a rest home for ladies and is one of the earliest institutional structures in the City and an imposing example of Queen Anne architecture. The project has taken consideration of the historical nature of the existing building by proposing the addition on the north side of the property to protect the lines of sight from both Cornelia and Beekman St. The project is working with an architect to ensure compliance with the Secretary of the Interior's Standards for the Treatment of Historic Properties with Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings. The sensitive design approach for the new addition will include the use of the same roof materials, similar foundation materials, similar window treatments, similar accent colors and lighter main colors to showcase the unique historic character of the existing brick building. It is determined that the addition will not negatively impact the historic character of the site.

**Determination of Significance - Type 1 and Unlisted Actions**

SEQR Status:  Type 1  Unlisted

Identify portions of EAF completed for this Project:  Part 1  Part 2  Part 3

FEAF 2019

## COMMERCIAL FINDINGS RESOLUTION

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

Resolution No. 02-21-02

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

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

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

WHEREAS, in November, 2020, Vilas Home, LLC, a New York State limited liability company (the “Company”), submitted an application, as amended in January, 2021 (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the “Land”), together with an existing 22,400 square foot building located thereon (the “Existing Facility”), (2) the reconstruction and renovation of the Existing Facility and the construction of a 60,000 square foot addition to the Existing Facility (the “Addition” and collectively with the Existing Facility, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an adult home facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on November 9, 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 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 November 30, 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 a public bulletin board on December 1, 2020 at the City Clerk’s Office, City Hall located at 41 City Hall Place in the City of Plattsburgh, Clinton County, New York and on November 27, 2020 on the Agency’s website, (C) caused notice of the Public Hearing to be published on December 3, 2020 in the Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, 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 December 17, 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 9, 2020 (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 February 8, 2021 (the “Final SEQR Resolution”), the Agency (A) concurred in the determination that the City of Plattsburgh Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated February 26, 2020 (the “Negative Declaration”), in which the Planning Board determined that the Project to be a “Type I action” that 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 Opinion of the State Comptroller Number 85-51, the State Comptroller indicated that the determination whether a project that consists of the construction of an apartment house is a commercial activity within the meaning of the Act is to be made by local officials based upon all of the facts relevant to the proposed project, and that any such determination should take into account the stated purpose of the Act, that is, the promotion of employment opportunities and the prevention of economic deterioration; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following

(collectively, the “Project Qualification Documents”): (A) the Application, including the attached Cost Benefit Analysis; and (B) a letter dated August 12, 2019 from the Clinton County Office for the Aging (the “Office for the Aging”) relating to the Project attached hereto as Exhibit A; and

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

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

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

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

Section 1. Based upon an examination of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

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

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

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

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

D. The Company has informed representatives of the Agency that the Project will retain approximately 30 full-time permanent, private sector jobs and create approximately 40 full-time permanent, private sector jobs.

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

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

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

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

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

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

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

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

Section 4. This Resolution shall take effect immediately.

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


Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES

Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

LETTER FROM CLINTON COUNTY OFFICE FOR THE AGING



**CLINTON COUNTY OFFICE FOR THE AGING**  
**Darleen M. Collins**  
**Director**

August 12, 2019

Renee McFarlin  
Executive Director  
County of Clinton Industrial Development Agency  
137 Margaret Street, Suite 208  
Plattsburgh, NY 12901


Ms. McFarlin,

I understand you are considering an application relating to the renovation and potential expansion of the Vilas Home in the City of Plattsburgh. The purchase of the Vilas Home is in the best interest of the aging population in Clinton County. The senior population continues to increase and there is a growing need for adult homes and assisted living facilities. The loss of a facility as large as the Vilas Home would be devastating for the residents as there is a lack of suitable alternate living arrangements.

It is my understanding that the purchase of the Vilas Home may lead to an expansion that would include assisted living beds. The shortage of direct home care workers has led to the need for seniors to seek alternate living arrangements, including adult homes and assisted living facilities. This along with the increasing senior population makes facilities like the Vilas Home a vital part of the aging community.

If I can be of further service, please do not hesitate to contact my office.

Sincerely,



Darleen Collins, Director  
Clinton County Office for the Aging

135 Margaret Street, Suite 105 • Plattsburgh, New York 12901 • 518-565-4620

## **FINAL APPROVING RESOLUTION**

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

Resolution No. 02-21-03

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

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

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

WHEREAS, in November, 2020, Vilas Home, LLC, a New York State limited liability company (the “Company”), submitted an application, as amended in January, 2021 (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the “Land”), together with an existing 22,400 square foot building located thereon (the “Existing Facility”), (2) the reconstruction and renovation of the Existing Facility and the construction of a 60,000 square foot addition to the Existing Facility (the “Addition” and collectively with the Existing Facility, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an adult home facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on November 9, 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 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 November 30, 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 a public bulletin board on December 1, 2020 at the City Clerk’s Office, City Hall located at 41 City Hall Place in the City of Plattsburgh, Clinton County, New York and on November 27, 2020 on the Agency’s website, (C) caused notice of the Public Hearing to be published on December 3, 2020 in the Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, 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 December 17, 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 9, 2020 (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 February 8, 2021 (the “Final SEQR Resolution”), the Agency (A) concurred in the determination that the City of Plattsburgh Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated February 26, 2020 (the “Negative Declaration”), in which the Planning Board determined that the Project to be a “Type I action” that 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 has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York, (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York and (C) although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the predominant purpose of the project would be to make available goods or services which would not, but for the project, be reasonably accessible to residents of



the City of Plattsburgh, Clinton County, New York, because of a lack of reasonably accessible retail trade facilities offering such goods or services; and

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

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

WHEREAS, by resolution adopted by the members of the Agency on February 8, 2021 (the “Commercial/Retail Findings Resolution”), the Agency (A) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the predominant purpose of the Project would be to make available goods or services which would not, but for the Project, be reasonably accessible to residents of Clinton County, New York, because of a lack of reasonably accessible retail trade facilities offering such goods or services, (B) determined, following a review of the Public Hearing Report, that the Project would serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York, and (C) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no Financial Assistance would be provided to the Project by the Agency unless and until the County Legislature, as the applicable elected body of Clinton County, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

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

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the “Agency Documents”): (A) a certain lease to agency (the “Lease to Agency” or the “Underlying Lease”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (B) a certain license agreement (the “License to Agency” or the “License Agreement”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the “Lease Agreement”) by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a

payment in lieu of tax agreement (the “Payment in Lieu of Tax Agreement”) and/or an amendment to an existing Payment in Lieu of Tax Agreement by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform project benefits agreement (the “Uniform Project Benefits Agreement”) by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled “IDA Appointment of Project Operator or Agency for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the “Additional Thirty-Day Project Report”); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the “Mortgage”) from the Agency and the Company to the Company’s lender with respect to the Project (the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); and (J) various certificates relating to the Project (the “Closing Documents”);

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

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

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

Section 3. The Agency hereby finds and determines that:

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

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

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

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$16,529,116;

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

area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) Although the Project may constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Company has represented to the Agency that (1) the predominant purpose of the Project would be to make available goods or services which would not, but for the Project, be reasonably accessible to residents of Clinton County, New York, because of a lack of reasonably accessible retail trade facilities offering such goods or services, and (2) completion of the Project will serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York;

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

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

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

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

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

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

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

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

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

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

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

Section 10. This Resolution shall take effect immediately.

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	YES
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.	Retention of existing jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	30 full time equivalent existing jobs at the Project Facility.
2.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	40 full time equivalent new jobs at the Project Facility within 2 years of the date hereof.
3.	Creation of construction employment for local labor (i.e., labor resident in the area comprised of Northern Economic Development Region)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Average of 100 full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of 8 months, commencing within 6 months of the date hereof.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	\$16,529,116 at the Project Facility within 3 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 8 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 3 years of the date hereof.
3.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least [80%] 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 <b>Exhibit A</b> attached hereto.
4.	Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least [80%] of the full time equivalent new jobs at the Project Facility listed on <b>Exhibit A</b> attached hereto within 2 years of the date hereof.

5.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least [80%] of the private sector investment described on <b>Exhibit A</b> attached hereto occurred with respect to the Project Facility within 2 years of the date hereof.
6.	Failure by the Project Beneficiary to document to the satisfaction of the Agency that the Project provided the other Public Benefits described on <b>Exhibit A</b> attached hereto within the time frames assigned to such benefits.
7.	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.
8.	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.
9.	Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
10.	Sublease or assignment of all or part of the Project Facility in violation of any Project Facility Agreement.
11.	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.

### **ERS Rouses Point, LLC**

Dave Kreutz of ERS Rouses Point, LLC provided the Board with a status update on the Project. He stated they are making very good progress and the remediation and demolition work has finished. They have replaced the fire suppression system, and are working on the electrical system, ductwork, floors, ceilings, etc. D. Kreutz stated they are anticipating making a very exciting announcement soon, hopefully by the end of this month. He further stated that some of their potential candidates include industrial warehousing, medical supply, computer manufacturing, solar manufacturing, robotic plasma cutting, data centers, and refrigerated storage. D. Kreutz stated these include some nationally recognized firms with whom they are in advanced discussions, which would facilitate the site becoming a premier industrial technology park. D. Kreutz stated that he wanted to make clear that they are not entertaining a Bitcoin mining operation. He thanked the IDA for their help with this Project, and that it would not be able to further progress without the IDA's financial assistance. M. Zurlo commented that when the Project was originally presented, it offered a long-term growth and development plan, and asked if that proposed offering was beyond what was being contemplated today. D. Kreutz responded yes. T. Trahan stated that one of the initial ideas for the Project included putting rail down through the middle of the buildings and asked if that was still part of the plan. D. Kreutz stated that based on current discussions with potential tenants, rail is not part of the plan. R. McFarlin stated that the ERS Rouses Point, LLC application was submitted in 2019 for the rehab of just a few buildings on the site and was not for construction of the entire site. The public hearing for this Project was held in November 2020 and included a discussion regarding the cost benefit analysis. There were no further comments.

## FINAL SEQR RESOLUTION

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

Resolution No. 02-21-04

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF ERS ROUSES POINT LLC IS A “TYPE II ACTION” AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

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

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct 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 October, 2019, ERS Rouses Point 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, 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 in five (5) parcels of land containing approximately 80 acres located at 64 Maple Street and Academy Street (Tax Map Numbers 20.14-1-3.3, 20.14-1-3.1, 20.14-1-5, 20.14-1-27 and 20.14.1-28) in the Village of Rouses Point, Town of Champlain, Clinton County, New York (collectively, the “Land”), together with three (3) buildings located thereon containing in the aggregate approximately 233,876 square feet of space (collectively, the “Facility”), (2) the renovation and reconstruction of the Facility, (3) the further construction on the Land of a rail spur and the making of other infrastructure improvements (collectively, the “Improvements”) and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the “Equipment”) (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute various manufacturing, warehouse, industrial and office space to be owned by the Company and leased to various tenants, 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 October 7, 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 October 22, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on October 22, 2020 on a public bulletin board located at 139 Lake Street in the Village of Rouses Point, Town of Champlain, Clinton County, New York as well as the Agency’s website; (C) caused notice of the Public Hearing to be published on October 23, 2020 in The Press Republican, a newspaper of general circulation available to the residents of the Village of Rouses Point, Town of Champlain, 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 November 12, 2020 at 9:00 o’clock a.m., local time, electronically via conference call rather than in person; 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 October 7, 2019 (the “Preliminary SEQR Resolution”), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project from the Company, to review such environmental assessment form 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) 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 to report to the Agency at its next meeting on the status of the foregoing; and

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

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

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

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

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



(A) The project (the “Project”) consists of the following: (A) (1) the acquisition of an interest in five (5) parcels of land containing approximately 80 acres located at 64 Maple Street and Academy Street (Tax Map Numbers 20.14-1-3.3, 20.14-1-3.1, 20.14-1-5, 20.14-1-27 and 20.14.1-28) in the Village of Rouses Point, Town of Champlain, Clinton County, New York (collectively, the “Land”), together with three (3) buildings located thereon containing in the aggregate approximately 233,876 square feet of space (collectively, the “Facility”), (2) the renovation and reconstruction of the Facility, (3) the further construction on the Land of a rail spur and the making of other infrastructure improvements (collectively, the “Improvements”) and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the “Equipment”) (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute various manufacturing, warehouse, industrial and office space to be owned by the Company and leased to various tenants, and other directly and indirectly related activities; (B) the granting of certain other “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.

(B) The Project consists of the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site and the purchase of equipment.

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

(A) Pursuant to Sections 617.5(c)(2) and 617.5(c)(31) of the Regulations, the Project is a “Type II action” (as said quoted term is defined in the Regulations); and

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

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

Section 4. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

## FINAL APPROVING RESOLUTION

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

Resolution No. 02-21-05

### RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR ERS ROUSES POINT 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 October, 2019, ERS Rouses Point 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, 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 in five (5) parcels of land containing approximately 80 acres located at 64 Maple Street and Academy Street (Tax Map Numbers 20.14-1-3.3, 20.14-1-3.1, 20.14-1-5, 20.14-1-27 and 20.14.1-28) in the Village of Rouses Point, Town of Champlain, Clinton County, New York (collectively, the “Land”), together with three (3) buildings located thereon containing in the aggregate approximately 233,876 square feet of space (collectively, the “Facility”), (2) the renovation and reconstruction of the Facility, (3) the further construction on the Land of a rail spur and the making of other infrastructure improvements (collectively, the “Improvements”) and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the “Equipment”) (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute various manufacturing, warehouse, industrial and office space to be owned by the Company and leased to various tenants, 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 October 7, 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 October 22, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on October 22, 2020 on a public bulletin board located at 139 Lake Street in the Village of Rouses Point, Town of Champlain, Clinton County, New York as well as the Agency’s website; (C) caused notice of the Public Hearing to be published on October 23, 2020 in The Press Republican, a newspaper of general circulation available to the residents of the Village of Rouses Point, Town of Champlain, 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 November 12, 2020 at 9:00 o’clock a.m., local time, electronically via conference call rather than in person; 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 October 7, 2019 (the “Preliminary SEQR Resolution”), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Project from the Company, to review such environmental assessment form 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) 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 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 members of the Agency on February 8, 2021 (the “Final SEQR Resolution”), the Agency determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York 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 intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the “Mortgage”) from the Agency and the Company to the Company’s lender with respect to the Project (“the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); (J) 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”); (K) 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 (L) 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 \$3,500,000.00;

(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) (1) 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 and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

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

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

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

Section 10. This Resolution shall take effect immediately.

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	YES
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 new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	20 full time equivalent new jobs at the Project Facility within 1 year of the date hereof.
2.	Creation of construction employment for local labor (i.e., labor resident in the area comprised of Northern Economic Development Region)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Average of ____ full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of ____ months, commencing within __ months of the date hereof.
3.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	\$3,500,000 at the Project Facility within 2 years of the date hereof.

**Prime Plattsburgh, LLC**

Dean Devito of Prime Plattsburgh, LLC stated that in response to some of the comments received regarding the Prime Plattsburgh, LLC Project, they would like to postpone the vote on any Resolutions to allow them the opportunity to address these comments in writing. He indicated that he would like to make the following points: It is very, very expensive to develop properties in city locations and many developments in city locations do not work without significant incentives. In order to build on this site, they will have to export approximately 38,000 tons of material so that they can create the parking area being required by the City. Along with the removal of this material, there is also the risk that the soil is contaminated. If the soil is contaminated, it could potentially cost \$80 per ton for disposal. They will also have to do a substantial amount of shoring-up of the site and stabilizing the banks in order to build safely and that this is very expensive as well. The cost of this Project is now significantly higher than original projections. D. Devito also wanted to remind everyone that the Request for Proposal (RFP) process is a very slow process. The consultant that was hired by the City reached-out by telephone to over 100 local and regional developers. The benefits Prime is requesting and receiving were included in their original proposal and he questioned why they were not questioned then. D. Devito further stated that if there is anyone who wants to reimburse Prime for the money that they have spent on the Project thus far, they would happily step aside and provide documentation of the plans to any interested party.

M. Zurlo indicated that he would like to wait until written comments are received from Prime Plattsburgh, LLC before any further action is taken on the Project.

**Management Team Reports**

R. McFarlin advised that the audit process continues. There were no additional project updates.

There being no further business to discuss, on a motion by M. Leta, and seconded by J. VanNatten, the meeting adjourned at 1:20 p.m.

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Trent Trahan, Chairperson