

**RESOLUTION AUTHORIZING AMENDMENT TO LEASE AGREEMENT  
NY MOOERS II, LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session at The Development Corporation located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on August 6, 2018 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer
Mark Leta	Member
John VanNatten	Member

**EXCUSED:**

Michael E. Zurlo	Secretary
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**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Barbara Shute	Recording Secretary
Christopher C. Canada, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Agency Counsel

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

Resolution No. 08-18-02

**RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF CLINTON  
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN AMENDMENT IN  
CONNECTION WITH THE NY MOOERS II, LLC PROJECT.**

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

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

WHEREAS, on February 27, 2018 (the “Closing”), the Agency entered into a lease agreement dated as of February 1, 2018 (the “Lease Agreement”) by and between the Agency and NY Mooers II, LLC (the “Company”) for the purpose of undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 11 acre portion of an approximately 207.7 acre parcel of land located on 297 Boas Road (being a portion of Tax Map No. 58.-1-9) in the Hamlet of Mooers Forks in the Town of Mooers, Clinton County, New York (the “Land”), (2) the construction on the Land of a 2MW AC community solar photovoltaic facility to include an interconnection line (collectively, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment”) (the Land, the Facility, and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a solar farm and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

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

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

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), it appears that the Request constitutes a Type II action under SEQRA;

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

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

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

(B) That since compliance by the Agency with the Request will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

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

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

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

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

REQUEST

**Zeigler, Nadene**

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**From:** Richard W. Chun <rchun@rwc-legal.com>  
**Sent:** Friday, July 20, 2018 3:32 PM  
**To:** Zeigler, Nadene  
**Cc:** Caroline.Rizzo@delawareriversolar.com  
**Subject:** NY Mooers I-III  
**Attachments:** ST-60 - Empire Valorize, LLC as Agent of NY Mooers I, LLC [7.13.18].pdf; ST-60 - Empire Valorize, LLC as Agent of NY Mooers II, LLC [7.13.18].pdf; ST-60 - Empire Valorize, LLC as Agent of NY Mooers III, LLC [7.13.18].pdf; ST-60 - Delaware River Solar, LLC as Agent of NY Mooers I, LLC [7.13.18].pdf; ST-60 - Delaware River Solar, LLC as Agent of NY Mooers II, LLC [7.13.18].pdf; ST-60 - Delaware River Solar, LLC as Agent of NY Mooers III, LLC [7.13.18].pdf; ST-60 - JE Dunn Construction Company as Agent of NY Mooers I, LLC [7.13.18].pdf; ST-60 - JE Dunn Construction Company as Agent of NY Mooers II, LLC [7.13.18].pdf; ST-60 - JE Dunn Construction Company as Agent of NY Mooers III, LLC [7.13.18].pdf

Hi Nadene,

The NY Mooers projects are preparing to start construction. The project companies are using contractors who are purchasing equipment which the IDA sales tax exemption may apply. Please find attached the ST-60s for the proposed subagents. Can you please let us know what else we may need to do to appoint these subagents? I've copied Caroline Rizzo of DRS who is assisting.

Thanks,  
Richard

STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF CLINTON                 )

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 6, 2018 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 6<sup>th</sup> day of August, 2018.

  
\_\_\_\_\_  
Kim Murray, Assistant Secretary

(SEAL)

STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF CLINTON                )

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Kim Murray, Assistant Secretary

(SEAL)