

**MINUTES OF THE
COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL MEETING
MONDAY, SEPTEMBER 16, 2024**

The meeting was called to order by Michael Zurlo, Secretary, at 12:17 p.m. at the County of Clinton Industrial Development Agency (CCIDA) offices located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

MEMBERS PRESENT: Michael Zurlo, Secretary
Mark Leta, Assistant Secretary
Keith Defayette, Treasurer and Chief Financial Officer
John VanNatten, Member
Joey Trombley, Member

MEMBERS ABSENT: Trent Trahan, Chairperson
David Hoover, Vice Chairperson

STAFF PRESENT: Molly Ryan, Executive Director
Dorothy Brunell, Administrative Assistant
Christopher Canada, Esq., Agency Counsel (via Teleconference)
Shannon Wagner, Esq., Agency Counsel (via Teleconference)

OTHERS PRESENT: Marie Agan, Local Representative, Bull Run Energy, LLC
Chris Lischke, Beekman Towers Preservation, LLC

On a motion by J. VanNatten, and seconded by M. Leta, it was unanimously carried to appoint Michael Zurlo Chairman Pro Tem for the September 16, 2024 CCIDA Meeting.

M. Zurlo stated there was a quorum present.

M. Zurlo waived the reading of the notice of the meeting published in the Press Republican on December 13, 2023.

Approval of the Minutes of the August 12, 2024 Meeting

M. Zurlo asked if there were any questions regarding the draft minutes of the August 12, 2024 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by J. Trombley, and seconded by K. Defayette, it was unanimously carried to approve the minutes of the August 12, 2024 meeting of the CCIDA.

Public Comment

There was no public comment.

Presentation: None

Reports

K. Defayette reviewed the August 2024 Treasurer’s Report with the Board. There were no questions or concerns.

On a motion by J. VanNatten, and seconded by M. Leta, it was unanimously RESOLVED to approve the August 2024 Treasurer’s Report as presented by K. Defayette.

Old Business

C. Canada advised that there have been no changes to the contents of the Administrative Matters Resolution and it remains the same as last year’s resolution. This includes no changes to any of the CCIDA policies which were provided to all members for their review prior to the meeting.

Administrative Matters Resolution (including Appointment of Officers and Staff)

C. Canada reviewed the Administrative Matters Resolution with the Board.

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

Resolution No. 09-24-01

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.

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, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A attached hereto.

Section 2. The Agency hereby authorizes the Chairperson, Vice Chairperson and the Executive Director of the Agency to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This resolution shall take effect immediately.

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

Trent Trahan	VOTING	Excused
David Hoover	VOTING	Excused
Michael E. Zurlo	VOTING	Yes
Keith Defayette	VOTING	Yes
Mark Leta	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

The resolution was thereupon declared duly adopted.

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SCHEDULE A

Officers of the Agency:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	Assistant Secretary
Keith Defayette	Treasurer

Determination of Regular Agency Meeting Schedule:

Second Monday of each month

Appointment of Executive Director and Staff to the Agency:

Molly F. Ryan – Executive Director

Appointment of Agency Counsel:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, Esq.
Shannon E. Wagner, Esq.

Appointment of Bond Counsel to the Agency:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, Esq.
Shannon E. Wagner, Esq.

Appointment of the Bank of the Agency and Accounts

Glens Falls National Bank
Saratoga National Bank

Appointments to Governance Committee

Michael E. Zurlo – Chairperson
John VanNatten – Vice Chairperson
David Hoover – Member

Appointments to Audit Committee

Keith Defayette – Chairperson
Mark Leta – Vice Chairperson
Trent Trahan – Member
David Hoover – Member
John VanNatten – Member

Appointments to Finance Committee

Keith Defayette – Chairperson
Joey Trombley – Vice Chairperson
Trent Trahan – Member

Approval and Confirmation of Agency Policies

Access to Agency Records (FOIA) Policy
Assessment of Internal Controls Policy
Bylaws
Code of Ethics
Compensation Policy
Credit Card Policy
Defense and Indemnification of Board Members Policy
Discretionary Funds Policy
Eligible Project Policy
Fee Policy
Investment Policy
Lease Policy
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)
Local Labor Policy
Open Meetings Policy
Organization Chart
Procurement Policy
Real Property Acquisition Policy
Real Property Disposition Policy
Recapture Policy
Remote Access Policy
Retaliatory Action (Whistleblower Protection) Policy
Time and Attendance Policy
Travel Policy
Uniform Tax Exemption Policy (UTEF)

Approval of Agreements of the Agency

Trent Trahan – Chairperson
David Hoover – Vice Chairperson
Keith Defayette – Treasurer and Chief Financial Officer
Michael E. Zurlo – Secretary
Mark Leta – Assistant Secretary
John VanNatten – Member
Joey Trombley – Member

Appointment of Contract Officer

Molly F. Ryan – Executive Director

Appointment of Investment Officer

Keith Defayette

Board Evaluations/Conflict of Interest Statements

M. Zurlo asked the members to complete the Board Evaluations, Conflict of Interest and Acknowledgement of Fiduciary Duty forms and return the forms to staff.

New Business

Rayrose Holdings (Champlain Shipping Logistics)

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

Resolution No. 09-24-02

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

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

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

WHEREAS, Rayrose Holdings, 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 a leasehold interest in an approximately 3.6 acre parcel of land located at 1702 State Route 11 STE 2 (Tax Map No.: 19.13-2-2.3) in the Town and Village of Champlain, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 25,000 square foot industrial and warehousing facility (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") all of the foregoing to be owned and operated by the Company as an industrial and warehousing 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale

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

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

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

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

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the "Public Hearing"); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the "Report") to be prepared; (F) to cause a copy of the Report to be made available to the members of the Agency; and (G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.

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

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

Section 4. This resolution shall take effect immediately.

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

Trent Trahan	VOTING	Excused
David Hoover	VOTING	Excused
Michael E. Zurlo	VOTING	Yes
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

Beekman Towers Preservation, LLC Project

C. Canada advised that originally this was a Bond Project with a PILOT. However, New York State determined that the 4% tax credit that was going to be used to finance this Project would no longer be available for rehab projects such as this, but would only be available for new construction, low-income housing projects. The applicant submitted a new application requesting only a PILOT using the originally requested terms. A PILOT Deviation Notice was sent to all affected taxing jurisdictions in September 2023 that outlined the PILOT terms. Since the new application requests less financial benefits than were originally requested, a second Public Hearing was not needed. The following is a Supplemental Approving Resolution that dovetails off the original Approving Resolution which authorizes the IDA to enter into the new agreement for the PILOT and mortgage recording tax exemptions. M. Ryan stated that she had contacted the affected school district and advised them that the PILOT agreement for this Project would be going forward without a Host Community Agreement.

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

Resolution No. 09-24-03

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR BEEKMAN TOWERS PRESERVATION 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 April, 2023, Beekman Towers Preservation LLC, a New York limited liability company (the "Company"), submitted an application (the "Original Application") to the Agency, a copy of which Original Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Original Project") for the benefit of the Company, said Original Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 3 acre parcel of land located at 50 Truman Avenue (tax map number 207.10-2-24) in the City of Plattsburgh, Clinton County, New York (the "Land"), together with an existing building and related improvements located thereon (collectively, the "Facility"); (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation thereon and therein of certain related furniture, fixtures, machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an affordable elderly housing facility to be owned and operated by the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of the Bonds (as defined herein); (C) the payment of a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds and any reserve funds as may be necessary to secure the Bonds; (D) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales taxes, deed transfer taxes, mortgage recording taxes and real property taxes (collectively with the Bonds, the "Original Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Project Facility to Beekman Towers Housing Development Fund Corp., a New York not-for-profit corporation, as nominee for and on behalf of 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 May 8, 2023 (the "Inducement Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Original Project; and

WHEREAS, pursuant to the authorization contained in the Inducement Resolution, the Executive Director of the Agency (A) caused a certified copy of the Inducement Resolution to be mailed on May 10, 2023 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions"), (B) caused notice of the public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a(2) of the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), to hear all persons interested in the Original Project and the financial assistance being contemplated by the Agency with respect to the Original Project, to be published on June 12, 2023 in The Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, Clinton County, New York, (C) caused notice of the Public Hearing to be mailed on June 8, 2023 to the chief executive officers of the Affected Tax Jurisdictions, (D) caused notice of the Public Hearing to be posted on June 8, 2023 at the public bulletin board located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York, (E) caused notice of the Public Hearing to be posted on June 8, 2023 on the Agency's website, (F) conducted the Public Hearing on June 22, 2023 at 10:00 o'clock a.m., local time at the offices of the Agency located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York and (G) prepared a report of the Public Hearing (the "Public Hearing Report") which fairly summarized 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 to the Clinton County Legislature (the "County Legislature"); and

WHEREAS, by a resolution of the County Legislature on September 20, 2023 (the "Public Approval"), the County Legislature approved the issuance of the Bonds for purposes of Section 147(f) of the Code; 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 23, 2023 (the “SEQR Resolution”), the Agency determined (A) that pursuant to Sections 617.5(c)(2) of the Regulations, the Original Project is a “Type II action” (as said quoted term is defined in the Regulations), and (B) that, therefore, no environmental impact statement or any other determination or procedure was required under the Regulations; and

WHEREAS, by resolution adopted by the members of the Agency on October 23, 2023 (the “Commercial Findings Resolution”), the members of the Agency determined, following a review of the Project Qualification Documents (as defined in the Commercial Findings Resolution), that the Original Project constitutes a “commercial” project under the Act; and

WHEREAS, the Agency’s Uniform Tax Exemption Policy (the “Policy”) provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Original Application, the Company made a request to the Agency (the “PILOT Request”) that the Agency deviate from the Policy with respect to Original Project. Pursuant to the resolution adopted by the members of the Agency on September 11, 2023 (the “PILOT Deviation Notice Resolution”), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the Affected Tax Jurisdictions pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the PILOT Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Executive Director of the Agency caused a letter dated September 15, 2023 (the “PILOT Deviation Notice Letter”) to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Original Project and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on October 23, 2023 (the “Bond Resolution”), the board of directors of the Agency authorized the issuance of certain housing revenue bonds by the Agency (the “Bonds”) for the purpose of financing a portion of the costs of the Original Project; and

WHEREAS, in August, 2024, the Company submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application described a revised project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in the Land, together with the Facility; (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation thereon and therein of the Equipment (the Land, the Facility and the Equipment hereinafter continued to be referred to as the “Project Facility”), all of the foregoing to constitute an affordable elderly housing facility to be owned and operated by the Company; (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 mortgage recording taxes and real property taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, the Agency is required, among other things, to hold a public hearing pursuant to Section 859-a of the Act with respect to granting any Financial Assistance of more than \$100,000; and

WHEREAS, pursuant to the Bond Resolution, the Agency approved the following amounts of Financial Assistance for the Project:

- (A) Approximately \$210,000 of mortgage recording tax exemptions; and
- (B) Approximately \$1,619,980 of real property tax exemptions; and

WHEREAS, as the methodology for determining the payments to the Affected Taxing Jurisdictions as specified in the PILOT Deviation Notice Letter were not modified by the Application, the Agency was not required to provide subsequent notification of a deviation from the Policy to the Affected Taxing Jurisdictions with respect to the PILOT agreement (as defined herein) under Section 874 of the Act; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Project in order to make a determination as to whether the Project is subject to SEQRA, and it appears that the Project continues to constitute a Type II action under SEQRA;

WHEREAS, it is the Agency's understanding that (a) the amounts of Financial Assistance set forth above are not expected to increase by more than \$100,000, collectively, (b) the terms of the proposed deviation are expected to be consistent with the deviation approved by the PILOT Deviation Approval Resolution, and (c) the scope of the Project has not changed from the Agency's determination contained in the SEQR Resolution; 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 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 (as modified by the Application), 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) 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 agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) 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 (G) 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 continues to constitute 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) The Agency has complied with the requirements of Sections 859-a and 874 of the Act and the requirements of SEQRA that relate to the Project;

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

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and 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 Company has provided in the Application a written statement confirming that the Project would not be undertaken but-for the Financial Assistance to be provided by the Agency;

(I) The Project should receive the Financial Assistance in the form of exemptions from 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

(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) secure the Loan by entering into the Mortgage; and (G) 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, Vice Chairperson or Executive Director 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, Vice Chairperson or Executive Director 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, Vice Chairperson or Executive Director shall approve, the execution thereof by the Chairperson, Vice Chairperson or Executive Director to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson or Executive Director 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	Excused
David Hoover	VOTING	Excused
Michael E. Zurlo	VOTING	Yes
Keith Defayette	VOTING	Yes
Mark Leta	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	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 type="checkbox"/> Yes	<input type="checkbox"/> No	Three (3) full-time existing jobs at the site.
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The project is not expected to create full-time equivalent jobs at the job site.
3.	Estimated value of tax exemptions	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Approximately \$210,000 (est.) of mortgage recording tax exemption. Approximately \$1,619,980 (est.) of real property tax exemption.
4.	Private sector investment	<input type="checkbox"/> Yes	<input type="checkbox"/> No	Approximately \$21,000,000 at the Project Facility within three (3) years of the date hereof.
5.	Likelihood of project being accomplished in a timely fashion	<input type="checkbox"/> Yes	<input type="checkbox"/> No	There is a high likelihood of the Project being completed in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will provide a revenue source to the affected tax jurisdictions in the form of PILOT payments. Additionally, by preserving and improving a residential resource for senior citizens in the City of Plattsburgh, New York, the Project is expected to retain current residents and attract further residents who will contribute income to the local taxing jurisdictions.
7.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will preserve the scarce resource of senior, affordable housing in the County and preserve the base of

				customers within the County.
8.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is located in census tract 1009.01 which is contiguous to census tract 1031 which is a distressed tract.
9.	Alignment with local planning and development efforts	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
10.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Elimination or reduction in blights.	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
12.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
13.	Local or County official support	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
14.	Building or site has historic designation	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
12.	Local labor construction jobs.	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Company anticipates creating approximately 103 construction jobs, and expects to utilize local labor for such positions.
13.	Any additional public benefits	<input type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is expected to retain rental housing for seniors in the City of Plattsburgh, New York.

North Country Chamber of Commerce Annual Membership Dues

On a motion made by K. Defayette, and seconded by J. VanNatten, it was unanimously carried to approve payment of the North Country Chamber of Commerce Annual Membership Dues in the amount of \$235.

Viewpoint Project

Prior to this meeting, M. Ryan sent an email to the Board explaining that she had been contacted by a producer of the "Viewpoint With Dennis Quaid" program who advised they are doing a feature called Discover America and they had identified Clinton County as a potential location they would like to highlight. The production consists of 3-4 minute segments that serve as bridge programming in between Public Broadcasting Programming in lieu of commercials. Their viewership is about 60 million people and they focus on educational programming.

The cost of production is \$29,300, which would be split equally between Clinton County and the CCIDA. M. Ryan advised that since the production company would need an answer prior to the September 16, 2024 CCIDA Board Meeting, she asked the Board if they would be in support of the joint venture via an email poll. The Board unanimously responded favorably and it was agreed to formally approve the expenditure at the September CCIDA meeting.

On a motion made by J. VanNatten, and seconded by M. Leta, it was unanimously carried to approve payment by the CCIDA in the amount of \$14,650, which represents one half of the total project cost of \$29,300. The Clinton County Legislature has approved equally sharing the cost with the CCIDA.

PILOT Billing Agreement – 2025

M. Ryan advised that she received a request from the Clinton County Treasurer's Office asking that the annual PILOT billing fee paid to the County by the CCIDA be increased to \$5,000. Under the current PILOT Billing Agreement the CCIDA pays an annual fee of \$4,000. The Treasurer's Office indicated the payment terms have not changed in ten years and the requested increase is necessary due to increases in personnel wages and benefits.

On a motion made by J. VanNatten, and seconded by J. Trombley, it was unanimously carried to increase the annual PILOT billing payment to the Clinton County Treasurer's Office to \$5,000. The PILOT Billing Agreement will be updated accordingly.

Administrative Services Agreement – 2025

M. Zurlo advised that the annual Administrative Services Agreement is for administrative services provided by the County to the CCIDA. There will be no increase in 2025 and the rate remains the same as 2024 at \$13,000 per month.

On a motion made by J. VanNatten, and seconded by K. Defayette, it was unanimously carried to approve the extension of the current Administrative Services Agreement for 2025.

Housing/Adaptive Re-Use Policy – UTEP

S. Wagner stated that Agency Counsel does not advise the CCIDA to provide real property tax, sales tax or mortgage recording tax exemptions relating to single family homes, and an IDA providing such benefits for these projects would be highly unusual. S. Wagner advised that she will have another draft revision of the CCIDA’s UTEP available for the Board’s review at the October 2024 meeting which will incorporate the Board’s previous comments regarding housing projects as well as adding draft language covering renewable energy projects. Once the revised UTEP language is agreed upon, a final UTEP document would be brought before the CCIDA Governance Committee for approval.

Management Team Report

Executive Director’s Report

- M. Ryan advised that the Town of Plattsburgh has reached out to her asking for an IDA letter of support for their downtown revitalization initiative (DRI) Project. J. VanNatten asked what the Town’s DRI Project entailed. M. Ryan advised that its focus is primarily on their Smart Growth Plan targeting growing retail business as well as additional housing. The project does not focus on the current C-BIG development project located on the former Clinton County Airport property. The Town’s DRI will allow them to pursue available government funding. The Board agreed to have the CCIDA provide the Town of Plattsburgh with the requested letter of support.
- M. Ryan advised that discussions have been ongoing regarding the NovaBus facility and are progressing well.

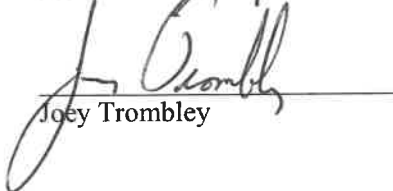
There being no further business to discuss, on a motion made by M. Leta, and seconded by J. Trombley, the meeting was adjourned at 12:41 p.m.


Michael Zurlo


Mark Leta


Keith Defayette


John VanNatten


Joey Trombley