

**Minutes of the  
County of Clinton  
Industrial Development Agency  
April 15, 2024**

The meeting was called to order by Trent Trahan, Chairperson, at 12:00 p.m. at the County of Clinton Industrial Development agency (CCIDA) office located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

MEMBERS PRESENT: Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Michael Zurlo, Secretary  
Mark Leta, Assistant Secretary  
John VanNatten, Member

MEMBERS ABSENT: Keith Defayette, Treasurer and Chief Financial Officer  
Joey Trombley, Member

STAFF PRESENT: Molly Ryan, Executive Director  
Toni Moffat, Executive Assistant  
Dorothy Brunell, Administrative Assistant  
Christopher Canada, Esq., Agency Counsel  
Shannon Wagner, Esq., Agency Counsel

ALSO PRESENT: C.J. Madonna, Esq., General Counsel, Schluter Systems, L.P.  
Bradley Van Brunt, Jr., Chief Operating Officer, Schluter Systems, L.P.  
Matthew Effler, Catalyze Pombrio Solar Farms (via videoconference)  
Brandon Cottrell, Esq., Catalyze Pombrio Solar Farms (via videoconference)  
Marie Agan, Bull Run Energy, LLC (Invenergy, LLC)

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 13, 2023.

**Reading and Consideration of the Draft Minutes of the March 18, 2024 Meeting.**

T. Trahan asked if there were any questions regarding the draft minutes of the March 18, 2024 meeting. There were none.

On a motion by D. Hoover, and seconded by M. Leta, it was unanimously carried to approve the minutes of the March 18, 2024 meeting of the CCIDA.

**Presentation**

M. Ryan welcomed C.J. Madonna, Esq., General Counsel for Schluter Systems, L.P., to the meeting and invited him to provide the Board with an overview of their proposed Project.

C. J. Madonna introduced Brad Van Brunt, the Chief Operating Officer at Schluter Systems. He explained that there is no Chief Executive Officer at Schluter Systems but instead a Senior Leadership

Team is in charge of operations. The Leadership Team is comprised of the Chief Operating Officer, Chief Financial Officer, Chief Sales Officer, General Counsel and the Business Support Leader.

C.J. Madonna explained that the Application before the CCIDA Board is for Phase 1 of a three-phased expansion project. Phase 1 consists of construction of a 433,800 square foot manufacturing facility to be located at the Schluter Systems Plattsburgh Campus. The new facility will be built on land already owned by UMS Property LLC, which is a holding company for Schluter Systems, and is located adjacent to their current facility. The new facility will create 48 new jobs and the cost is approximately \$200,000,000 million dollars. They are requesting a straight lease. C. J. Madonna advised the Company is out of space and they are currently renting office space in Peru and Chazy for approximately 100 employees. Bringing these employees back to the main campus will be achieved in Phase 3 of the expansion plans which is for construction of new office space. Phase 2 of the project will be construction of a one million square foot warehousing and distribution space.

The manufacturing space in Phase 1 will be dedicated solely to the manufacture of their Kerdi-board line of products. These products are currently being produced in Plattsburgh but they have run out of space and the current manufacturing facility does not have the capacity to keep up with sales. The new facility will be a state-of-the-art manufacturing facility employing a “greener” manufacturing process that will be free from volatile organic compounds (VOCs). The current Kerdi-board manufacturing operation employs approximately 130 employees. An additional 48 employees will be added once the new facility is operational. The current Kerdi-board manufacturing facility will be repurposed. A portion of the parcel of land on which this manufacturing facility is to be built will be leased to SSF Production, LLC. SSF Production, LLC manufactures the foam used in Kerdi-board production. SSF Production, LLC is not owned by Schluter Systems.

M. Zurlo asked if Phase 2 was contingent upon completion of Phase 1. C.J. Madonna stated that they have looked at other locations for construction of the Phase 2 warehousing and distribution center; however, they would like to construct all three phases close to the current Schluter Systems facility. C.J. Madonna advised the Company is currently working to acquire land for the construction of Phase 3, the one million square foot warehousing and distribution center.

B. Van Brunt advised the Company would like to begin construction of Phase I as soon as possible. He estimates construction of Phase 2 would begin in early 2025, and Phase 3 would commence in 2028 or 2029. C.J. Madonna advised the land being acquired for Phase 2 is located approximately “two blocks” away from the current Schluter Systems buildings.

M. Zurlo asked if the answer to Question 3b on the application was accurate - “Will the project move its facility from another location in New York to Clinton County?” The Company answered “Yes” to this question on the application. C.J. Madonna stated that they had misinterpreted the question and answered incorrectly, and the answer should be “No.” With regard to Question 3a, “Will the project move forward without the requested incentives?” the Company answered “No.” C.J. Madonna stated that all three phases of construction need to be kept together in the same location. Even though the Company does not require financing to complete this portion of the three-phased project, the Company does need the requested CCIDA benefits in order for Clinton County to be competitive with other potential sites in other states where generous incentives have been offered. If the CCIDA does not benefit this phase of the total project, it is likely the Company will construct the new manufacturing facility (Phase 1) in another location and move the entire Kerdi-board manufacturing operation to that new facility resulting in the loss of 130 positions currently employed at the Kerdi-board manufacturing facility in Plattsburgh. C.J. Madonna stated that last year, Schluter Systems spent \$20 million dollars in purchases within Clinton County. Additionally, the one million square foot distribution and warehousing facility (Phase 2) will also not be located here nor will the Phase 3 office building. It is the Company’s goal to keep all their

operations here in Clinton County, and the Schluter owners want to stay here. However, they must make decisions based on what makes the most financial sense for the Company.

M. Leta asked if the workforce currently available in Clinton County would be sufficient to staff the new manufacturing facility. B. Van Brunt stated that it is a challenge to find adequate workforce in this area; however, Schluter Systems educates and trains their own workforce. The skill set of the workers required for the new facility will be of a higher level since there will be considerably more automation technology in place. B. Van Brunt stated that he wants to implement more process controls and increased efficiencies in the new manufacturing facility. One of the alternate locations the Company has looked at is in the Dallas/Fort Worth area where there are more available workers due to the ongoing population growth in that area.

C.J. Madonna advised that Schluter has spent millions of dollars in investments at their current location in Plattsburgh, including building their own water tower to ensure sufficient water is available for their needs. B. Van Brunt indicated another major investment required by the Company will be upgrading the substation in order to provide the power needed for their expanded operations. This will be a major investment that is not necessary at locations in other states.

M. Zurlo asked for clarification regarding the relationship between Schluter Systems and UMS Properties. C.J. Madonna stated that UMS Properties stands for Udo Marc Schluter Properties and it is a holding company that owns the property in United States where Schluter Systems facilities are located. The holding company, UMS Properties, leases the land to the operating company, Schluter Systems, L.P.

C.J. Madonna stated that they have submitted a Consolidated Funding Application (CFA) to the State of New York. M. Zurlo asked if the Company has talked to other agencies such as Empire State Development.

M. Zurlo asked for clarification regarding the assessed value of the property as stated in the application. C.J. Madonna advised that he spoke with the Town of Plattsburgh Assessor and he has since amended the value to \$15 million which is the figure he used in their CFA Application. M. Zurlo advised that the application will need to be revised accordingly. C.J. Madonna agreed. M. Zurlo asked C. Canada for confirmation that the taxes paid by the company are based on a percentage of the assessed value and are not a fixed amount. C. Canada advised that PILOTs are different, but this PILOT would be based on the assessed value and if that assessment went up, the taxes paid would increase.

M. Zurlo asked if the Company has had any conversations with the Peru Central School District regarding their plans. He explained that many school districts are now requesting a Host Community Benefit rather than a PILOT payment since the PILOT payment can have a negative effect on their tax cap calculation. M. Zurlo advised that the CCIDA has no preference either way as long as the benefit paid by the Company in a Host Community Benefit is commensurate with the PILOT benefit the district would have received. C.J. Madonna advised that he would contact the Peru Central School District to discuss. M. Zurlo asked C.J. Madonna to please update the Board on the Company's discussion with the Peru School District regarding what benefits will be offered. C.J. Madonna asked who the school's attorney is, and M. Zurlo advised that it is Jackie Kelleher.

T. Trahan expressed his desire to have Schluter Systems remain in Clinton County. B. Van Brunt and C.J. Madonna thanked the Board for the opportunity to discuss their Application and the proposed Project.

**Public Comment**

There was no public comment.

**Reports**

**Treasurer’s Report:**

M. Leta reviewed the March 2024 Treasurer’s Report.

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

**Old Business**

There was no old business to report.

**New Business**

**Catalyze Pombrio Solar Farms 1 and 2 Microgrid, LLC Projects**

C. Canada outlined the six Resolutions before the CCIDA Board for approval:

- Resolutions #04-24-01 and #04-24-02 state that the CCIDA concurs with the negative declaration in the environmental review performed by the Town of Altona for both Catalyze Pombrio Solar Farms 1 and 2.
- Resolutions #04-24-03 and #04-24-04 authorize deviations from the CCIDA’s Uniform Tax Exemption Policy (UTEPP). The taxing jurisdictions for these Projects have been notified of the proposed deviations. These deviations are in line with those for other solar farm projects previously benefited by the CCIDA.
- Resolutions #04-24-05 and #04-24-06 are Approving Resolutions for final Project approval from the CCIDA.

**SEQR Resolution – Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project**

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

Resolution No. 04-24-01

RESOLUTION CONCURRING IN THE DETERMINATION BY TOWN OF ALTONA TOWN BOARD AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, LLC PROPOSED 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 commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, Catalyze Pombrio Solar Farm 1 Microgrid, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 29 acre portion of two parcels of land equaling approximately 113.4 acres and being located on Mayott Road (tax map no. 90.-1-15.1) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (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 January 8, 2024 (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 January 26, 2024 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 January 26, 2024 on the Agency’s website and on a public bulletin board located at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 26, 2024 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Altona, Clinton County, New York, (D) conducted the Public Hearing on February 8, 2024 at 10:00 o’clock a.m., local time at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Agency has been informed that (1) the Town of Altona Town Board (the “Town Board”) was designated to act as “lead agency” (as defined under SEQRA) with respect to the Project, and (2) the Town Board issued a Determination of Non Significance on September 12, 2022 (the “Negative Declaration”), which Negative Declaration is attached hereto as Exhibit A, determining that the acquisition, construction, and installation of the Project Facility will not have a “significant effect on the environment”; and

WHEREAS, at the time that the Town Board determined itself to be the “lead agency” with respect to the Project, it was not known that the Agency was an “involved agency” (as defined under SEQRA) 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. The Agency has received copies of, and has reviewed, the Application, a full environmental assessment form (the “EAF”) and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents, the Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA).

Section 2. 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 the SEQRA and, therefore, that environmental impact statement need not be prepared with respect to the Project (as such quoted phrase is used in SEQRA).

Section 3. The members of the Agency are hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Excused
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Excused

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A  
NEGATIVE DECLARATION  
- SEE ATTACHED -



**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.

**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

Upon review of the information recorded on this EAF, as noted, plus this additional support information

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and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the  
Town of Altona Town Board \_\_\_\_\_ as lead agency that:

A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

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There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: Catalyze Pombrio I Solar Farm Microgrid LLC & Catalyze Pombrio II Solar Farm Microgrid, LLC - Pombrio I & II Solar Projects

Name of Lead Agency: Town of Altona Town Board

Name of Responsible Officer in Lead Agency: Larry Ross

Title of Responsible Officer: Town Supervisor

Signature of Responsible Officer in Lead Agency: *Larry A. Ross* Date: 9/12/22

Signature of Preparer (if different from Responsible Officer) \_\_\_\_\_ Date: \_\_\_\_\_

**For Further Information:**  
Contact Person: Larry Ross, Town Supervisor  
Address: 3124 Miner Farm Road, Altona, NY 12910  
Telephone Number: 518-236-7035 ext. 107  
E-mail: [atsupv@netzero.net](mailto:atsupv@netzero.net)

**For Type I Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:**  
Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)  
Other involved agencies (if any)  
Applicant (if any)  
Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

**PRINT FULL FORM**

## **SEQR Resolution – Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project**

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

Resolution No. 04-24-02

### **RESOLUTION CONCURRING IN THE DETERMINATION BY TOWN OF ALTONA TOWN BOARD AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, LLC PROPOSED 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 commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, Catalyze Pombrio Solar Farm 2 Microgrid, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 29 acre portion of two parcels of land equaling approximately 161.6 acres and being located on Mayott Road (tax map no. 90.-1-17) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (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 January 8, 2024 (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 January 26, 2024 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 January 26, 2024 on the Agency’s website and on a public bulletin board located at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 26, 2024 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Altona, Clinton County, New York, (D) conducted the Public Hearing on February 8, 2024 at 10:00 o’clock a.m., local time at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Agency has been informed that (1) the Town of Altona Town Board (the “Town Board”) was designated to act as “lead agency” (as defined under SEQRA) with respect to the Project, and (2) the Town Board issued a Determination of Non Significance on September 12, 2022 (the “Negative Declaration”), which Negative Declaration is attached hereto as Exhibit A, determining that the acquisition, construction, and installation of the Project Facility will not have a “significant effect on the environment”; and

WHEREAS, at the time that the Town Board determined itself to be the “lead agency” with respect to the Project, it was not known that the Agency was an “involved agency” (as defined under SEQRA) 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. The Agency has received copies of, and has reviewed, the Application, a full environmental assessment form (the “EAF”) and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents, the Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA).

Section 2. 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 the SEQRA and, therefore, that environmental impact statement need not be prepared with respect to the Project (as such quoted phrase is used in SEQRA).

Section 3. The members of the Agency are hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the

Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Excused
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Excused

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A  
NEGATIVE DECLARATION  
- SEE ATTACHED -

**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.
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- Attach additional sheets, as needed.

**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

Upon review of the information recorded on this EAF, as noted, plus this additional support information

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and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the  
Town of Altona Town Board \_\_\_\_\_ as lead agency that:

A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

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There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: Catalyze Pombrio I Solar Farm Microgrid LLC & Catalyze Pombrio II Solar Farm Microgrid, LLC - Pombrio I & II Solar Projects

Name of Lead Agency: Town of Altona Town Board

Name of Responsible Officer in Lead Agency: Larry Ross

Title of Responsible Officer: Town Supervisor

Signature of Responsible Officer in Lead Agency: *Larry A. Ross* Date: 9/12/22

Signature of Preparer (if different from Responsible Officer) \_\_\_\_\_ Date: \_\_\_\_\_

**For Further Information:**  
Contact Person: Larry Ross, Town Supervisor  
Address: 3124 Miner Farm Road, Altona, NY 12910  
Telephone Number: 518-236-7035 ext. 107  
E-mail: [altsupv@netzero.net](mailto:altsupv@netzero.net)

**For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:**  
Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)  
Other involved agencies (if any)  
Applicant (if any)  
Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

**PRINT FULL FORM**



**PILOT Deviation Approval Resolution – Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project**

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

Resolution No. 04-24-03

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, 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, Catalyze Pombrio Solar Farm 1 Microgrid, 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 29 acre portion of two parcels of land equaling approximately 113.4 acres and being located on Mayott Road (tax map no. 90.-1-15.1) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2024 (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 January 26, 2024 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 January 26, 2024 on the Agency’s website and on a public bulletin board located at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 26, 2024 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Altona, Clinton County, New York, (D) conducted the Public Hearing on February 8, 2024 at 10:00 o’clock a.m., local time at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on April 15, 2024 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Altona Town 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 September 12, 2022 (the “Negative Declaration”), in which the Planning Board determined that the Project is a “Type I action” and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

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

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

WHEREAS, on January 8, 2024, the members of the Agency adopted a resolution (the “Resolution Authorizing the Pilot Deviation Letter”) which authorized the Executive Director to notify the Affected Tax Jurisdictions of the proposed deviation from the Policy in connection with the Project, which proposed deviation is outlined in the letter dated February 7, 2024 (the “Pilot Deviation Letter”), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, by the Pilot Deviation Letter the Executive Director notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency’s Policy and further

notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

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

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

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

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

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

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairperson, Vice Chairperson, or Executive Director of the Agency, the Chairperson, Vice Chairperson, or Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairperson, Vice Chairperson, or Executive Director, the execution thereof by the Chairperson, Vice Chairperson, or Executive Director to constitute conclusive evidence of such approval.

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

Section 5. This resolution shall take effect immediately.

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

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

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

**EXHIBIT A**  
**PILOT DEVIATION LETTER**  
**- SEE ATTACHED -**



Molly Ryan  
Executive Director  
137 Margaret Street, Suite 208  
Plattsburgh, NY 12901  
E molly.ryan@clintoncountygov.com  
O 518.565.4627  
C 518.593.3762  
F 518.565.4616

February 7, 2024

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

James Knight, District Superintendent  
Northern Adirondack CSD  
P.O. Box 164  
Ellenburg Depot, New York 12935

Michael E. Zurlo, County Administrator  
Clinton County Government Center  
137 Margaret Street, Suite 208  
Plattsburgh, New York 12901

Steven Barltemus, President  
Northern Adirondack CSD  
P.O. Box 164  
Ellenburg Depot, New York 12935

Joe Snide, Town Supervisor  
Town of Altona  
3124 Miner Farm Road  
Altona, New York 12910

Brittany LaBombard, District Clerk  
Northern Adirondack CSD  
P.O. Box 164  
Ellenburg Depot, New York 12935

RE: Proposed Deviation from Uniform Tax Exemption Policy by  
County of Clinton Industrial Development Agency  
in connection with Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project

Ladies and Gentlemen:

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

County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from Catalyze Pombrio Solar Farm 1 Microgrid, LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of a leasehold interest in an approximately 29 acre portion of two parcels of land equaling approximately 113.4 acres and being located on Mayott Road (tax map no. 90.-1-15.1) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"); (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.

Hon. Mark R. Henry, County Legislative Chairperson  
Michael E. Zurlo, County Administrator  
Joe Snide, Town Supervisor  
James Knight, District Superintendent  
Steven Barltemus, Board President  
Brittany LaBombard, District Clerk  
February 7, 2024  
Page 2

In connection with the Application, the Company made a request to the Agency to the Agency (the "PILOT Request") that the Agency deviate from its uniform tax exemption policy (the "Policy") with respect to the payment of real property taxes. Capitalized terms not otherwise defined herein are defined in the Policy. Under the PILOT Request, (i) the Agency would enter into a payment in lieu of tax agreement (the "Proposed PILOT Agreement"), (ii) the Proposed PILOT Agreement would not provide any abatements for any special assessments levied on the Project Facility, (iii) the Company will pay \$4,000 per megawatt with a two percent (2%) annual escalation for a term of twenty (20) years, and (iv) any portion of the annual payment in lieu of taxes not paid by the Company to each Affected Tax Jurisdiction pursuant to a host community agreement would be payable as a payment in lieu of taxes.

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

The purpose of this letter is to inform you of such PILOT Request and that the Agency is considering whether to grant the PILOT Request and to approve a Proposed PILOT Agreement conforming to the terms of the PILOT Request. The Agency expects to consider whether to approve the terms of the Proposed PILOT Agreement at its meeting scheduled for March 11, 2024 at 12:00 o'clock p.m., local time at the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires a thirty (30) day notice prior to the Agency taking final action with respect to the Proposed PILOT Agreement (if said Proposed PILOT Agreement may deviate from the provisions of the Policy).

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

1. **The nature of the Project:** solar energy generating facility.
2. **The present use of the property:** The land is currently vacant.
3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:** Currently, the property taxes on this rural vacant land is approximately \$886.96 per year. The Project is located in the Town of Altona, New York. The Project would continue to facilitate productive use of the Land, advancing the North Country Regional Economic Development Council's Strategic Plan to import dollars by building the region's green energy economy.
4. **The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:** N/A.

Hon. Mark R. Henry, County Legislative Chairperson  
Michael E. Zurlo, County Administrator  
Joe Snide, Town Supervisor  
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Steven Barltemus, Board President  
Brittany LaBombard, District Clerk  
February 7, 2024  
Page 3

**5. The estimated value of new tax exemptions to be provided:** Sales Tax Exemption: \$638,412; Real Property Tax Exemption: N/A

**6. The economic impact of the Proposed PILOT Agreement on affected tax jurisdictions:** The economic impact of the Proposed PILOT Agreement is positive, since the underlying value of the parcel will likely be largely unaffected and additional revenue will be generated through the Proposed PILOT Agreement. Since the Project is only financially feasible with the Proposed PILOT Agreement in place, the additional benefit of significant special district tax revenue will also accrue to the community's Fire and EMS districts. Overall, Clinton County, the Town of Altona and the Northern Adirondack Central School District will see a net increase in tax benefit of \$464,910.04 over 20 years compared to existing usage of the Land.

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

**8. The amount of private sector investment generated or likely to be generated by the Proposed PILOT Agreement:** \$10,816,511.

**9. The effect of the Proposed PILOT Agreement on the environment:** It is not anticipated that the Project will have a significant impact on the environment.

**10. Project Timing:** completion anticipated by September 2024.

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

**12. Anticipated tax Revenues:** Property taxes of approximately \$18,607.62/year to be replaced by the Proposed PILOT Agreement of \$4,000/MW/year which would increase by two percent (2%) each year during the term on the Proposed PILOT Agreement.

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

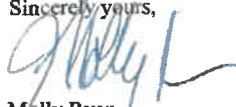


Hon. Mark R. Henry, County Legislative Chairperson  
Michael E. Zurlo, County Administrator  
Joe Snide, Town Supervisor  
James Knight, District Superintendent  
Steven Baritemus, Board President  
Brittany LaBombard, District Clerk  
February 7, 2024  
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The Agency will consider the Proposed PILOT Agreement (and the proposed deviation from the Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

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

Sincerely yours,



Molly Ryan  
Executive Director

**PILOT Deviation Approval Resolution – Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project**

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

Resolution No. 04-24-04

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, 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, Catalyze Pombrio Solar Farm 2 Microgrid, 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 29 acre portion of two parcels of land equaling approximately 161.6 acres and being located on Mayott Road (tax map no. 90.-1-17) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2024 (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 January 26, 2024 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 January 26, 2024 on the Agency’s website and on a public bulletin board located at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 26, 2024 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Altona, Clinton County, New York, (D) conducted the Public Hearing on February 8, 2024 at 10:00 o’clock a.m., local time at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on April 15, 2024 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Altona Town 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 September 12, 2022 (the “Negative Declaration”), in which the Planning Board determined that the Project is a “Type I action” and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

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

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

WHEREAS, on January 8, 2024, the members of the Agency adopted a resolution (the “Resolution Authorizing the Pilot Deviation Letter”) which authorized the Executive Director to notify the Affected Tax Jurisdictions of the proposed deviation from the Policy in connection with the Project, which proposed deviation is outlined in the letter dated February 7, 2024 (the “Pilot Deviation Letter”), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, by the Pilot Deviation Letter the Executive Director notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency’s Policy and further

notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

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

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

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

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

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

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairperson, Vice Chairperson, or Executive Director of the Agency, the Chairperson, Vice Chairperson, or Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairperson, Vice Chairperson, or Executive Director, the execution thereof by the Chairperson, Vice Chairperson, or Executive Director to constitute conclusive evidence of such approval.

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

Section 5. This resolution shall take effect immediately.

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

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

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

**EXHIBIT A**  
**PILOT DEVIATION LETTER**

**- SEE ATTACHED -**



Molly Ryan  
Executive Director  
137 Margaret Street, Suite 208  
Plattsburgh, NY 12901  
E molly.ryan@clintoncountygov.com  
O 518.565.4627  
C 518.593.3762  
F 518.565.4616

February 7, 2024

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

James Knight, District Superintendent  
Northern Adirondack CSD  
P.O. Box 164  
Ellenburg Depot, New York 12935

Michael E. Zurlo, County Administrator  
Clinton County Government Center  
137 Margaret Street, Suite 208  
Plattsburgh, New York 12901

Steven Baritemus, President  
Northern Adirondack CSD  
P.O. Box 164  
Ellenburg Depot, New York 12935

Joe Snide, Town Supervisor  
Town of Altona  
3124 Miner Farm Road  
Altona, New York 12910

Brittany LaBombard, District Clerk  
Northern Adirondack CSD  
P.O. Box 164  
Ellenburg Depot, New York 12935

RE: Proposed Deviation from Uniform Tax Exemption Policy by  
County of Clinton Industrial Development Agency  
in connection with Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project

Ladies and Gentlemen:

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

County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from Catalyze Pombrio Solar Farm 2 Microgrid, LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of a leasehold interest in an approximately 29 acre portion of two parcels of land equaling approximately 161.6 acres and being located on Mayott Road (tax map no. 90.-1-17) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"); (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.

Hon. Mark R. Henry, County Legislative Chairperson  
Michael E. Zurlo, County Administrator  
Joe Snide, Town Supervisor  
James Knight, District Superintendent  
Steven Barltemus, Board President  
Brittany LaBombard, District Clerk  
February 7, 2024  
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In connection with the Application, the Company made a request to the Agency to the Agency (the "PILOT Request") that the Agency deviate from its uniform tax exemption policy (the "Policy") with respect to the payment of real property taxes. Capitalized terms not otherwise defined herein are defined in the Policy. Under the PILOT Request, (i) the Agency would enter into a payment in lieu of tax agreement (the "Proposed PILOT Agreement"), (ii) the Proposed PILOT Agreement would not provide any abatements for any special assessments levied on the Project Facility, (iii) the Company will pay \$4,000 per megawatt with a two percent (2%) annual escalation for a term of twenty (20) years, and (iv) any portion of the annual payment in lieu of taxes not paid by the Company to each Affected Tax Jurisdiction pursuant to a host community agreement would be payable as a payment in lieu of taxes.

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

The purpose of this letter is to inform you of such PILOT Request and that the Agency is considering whether to grant the PILOT Request and to approve a Proposed PILOT Agreement conforming to the terms of the PILOT Request. The Agency expects to consider whether to approve the terms of the Proposed PILOT Agreement at its meeting scheduled for March 11, 2024 at 12:00 o'clock p.m., local time at the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires a thirty (30) day notice prior to the Agency taking final action with respect to the Proposed PILOT Agreement (if said Proposed PILOT Agreement may deviate from the provisions of the Policy).

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

1. **The nature of the Project:** solar energy generating facility.
2. **The present use of the property:** The land is currently vacant.
3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:** Currently, the property taxes on this rural vacant land is approximately \$886.96 per year. The Project is located in the Town of Altona, New York. The Project would facilitate productive use of the Land, advancing the North Country Regional Economic Development Council's Strategic Plan to import dollars by building the region's green energy economy.
4. **The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:** N/A.



Hon. Mark R. Henry, County Legislative Chairperson  
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Brittany LaBombard, District Clerk  
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5. **The estimated value of new tax exemptions to be provided:** Sales Tax Exemption: \$638,412; Real Property Tax Exemption: N/A

6. **The economic impact of the Proposed PILOT Agreement on affected tax jurisdictions:** The economic impact of the Proposed PILOT Agreement is positive, since the underlying value of the parcel will likely be largely unaffected and additional revenue will be generated through the Proposed PILOT Agreement. Since the Project is only financially feasible with the Proposed PILOT Agreement in place, the additional benefit of significant special district tax revenue will also accrue to the community's fire and EMS districts. Overall, Clinton County, the Town of Altona and the Northern Adirondack Central School District will see a net increase in tax benefit of \$464,910.04 over 20 years compared to existing usage of the Land.

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

8. **The amount of private sector investment generated or likely to be generated by the Proposed PILOT Agreement:** \$10,816,511.

9. **The effect of the Proposed PILOT Agreement on the environment:** It is not anticipated that the Project will have a significant impact on the environment.

10. **Project Timing:** completion anticipated by September 2024.

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

12. **Anticipated tax Revenues:** Property taxes of approximately \$18,607.62/year to be replaced by the Proposed PILOT Agreement of \$4,000/MW/year which would increase by two percent (2%) each year during the term on the Proposed PILOT Agreement.

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

Hon. Mark R. Henry, County Legislative Chairperson  
Michael E. Zurlo, County Administrator  
Joe Snide, Town Supervisor  
James Knight, District Superintendent  
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Brittany LaBombard, District Clerk  
February 7, 2024  
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The Agency will consider the Proposed PILOT Agreement (and the proposed deviation from the Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

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

Sincerely yours,



Molly Ryan  
Executive Director

## **Approving Resolution – Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project**

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

Resolution No. 04-24-05

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, 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, Catalyze Pombrio Solar Farm 1 Microgrid, 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 29 acre portion of two parcels of land equaling approximately 113.4 acres and being located on Mayott Road (tax map no. 90.-1-15.1) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2024 (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 January 26, 2024 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 January 26, 2024 on the Agency's website and on a public bulletin board located at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 26, 2024 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Altona, Clinton County, New York, (D) conducted the Public Hearing on February 8, 2024 at 10:00 o'clock a.m., local time at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on April 15, 2024 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Altona Town 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 September 12, 2022 (the "Negative Declaration"), in which the Planning Board determined that the Project is a "Type I action" and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on January 8, 2024 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Executive Director of the Agency caused a letter dated February 7, 2024 (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 Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on April 15, 2024 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Policy with respect to the Project; and

WHEREAS, the Agency has been informed that Hodgson Russ LLP ("Agency Counsel," or "Hodgson Russ") acts as counsel to the Company in connection with the Project (the "Company Representation"); and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2024 (the "Conflict Disclosure Resolution"), the Agency (A) accepted an Agency Counsel Disclosure Letter (as defined therein); (B) acknowledged and waived any potential conflicts in connection with the Company Representation; and (C) authorized the retaining of Fitzgerald Morris Baker Firth, P.C., as special counsel to the Agency (the "Special Counsel") in connection with the Project for purposes of mitigating any potential conflicts; 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 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; (C) 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 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) 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 (collectively, 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. The law firm of Fitzgerald Morris Baker Firth, P.C. is hereby appointed as Special Counsel with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, Special Counsel and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution.

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 \$10,816,511;

(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 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;

(H) 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;

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

(J) 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; and

(K) 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) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Section 875 GML Recapture Agreement; enter into the Uniform Agency Project Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) enter into the Interim Documents; (H) secure the Loan by entering into the Mortgage; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, 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 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	Yes
David Hoover	VOTING	Yes
Michael E. Zurlo	VOTING	Yes
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Excused
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Excused

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]



**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 checked="" type="checkbox"/> No	N/A
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption is estimated at \$638,412
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$10,816,511
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Anticipated completion in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" 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.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	(a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the Agency's goal of increasing alternative energy development in Clinton County; (c) contributes to New York State goal of development of 50% power from alternative sources; and (d) an additional public benefit will be the fees paid pursuant to the host community agreements.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company anticipates hiring construction jobs.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in a blighted area.

14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.

## **Approving Resolution – Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project**

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

Resolution No. 04-24-06

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, 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, Catalyze Pombrio Solar Farm 1 Microgrid, 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 29 acre portion of two parcels of land equaling approximately 161.6 acres and being located on Mayott Road (tax map no. 90.-1-17) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 7.5 MW solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, 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 constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2024 (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 January 26, 2024 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 January 26, 2024 on the Agency's website and on a public bulletin board located at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 26, 2024 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Altona, Clinton County, New York, (D) conducted the Public Hearing on February 8, 2024 at 10:00 o'clock a.m., local time at the Town of Altona Offices located at Holy Angels Rectory located at 524 Devils Den Road in the Town of Altona, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on April 15, 2024 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Altona Town 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 September 12, 2022 (the "Negative Declaration"), in which the Planning Board determined that the Project is a "Type I action" and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on January 8, 2024 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Executive Director of the Agency caused a letter dated February 7, 2024 (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 Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on April 15, 2024 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Policy with respect to the Project; and

WHEREAS, the Agency has been informed that Hodgson Russ LLP ("Agency Counsel," or "Hodgson Russ") acts as counsel to the Company in connection with the Project (the "Company Representation"); and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2024 (the "Conflict Disclosure Resolution"), the Agency (A) accepted an Agency Counsel Disclosure Letter (as defined therein); (B) acknowledged and waived any potential conflicts in connection with the Company Representation; and (C) authorized the retaining of Fitzgerald Morris Baker Firth, P.C. as special counsel to the Agency (the "Special Counsel") in connection with the Project for purposes of mitigating any potential conflicts; 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 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; (C) 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 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) 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 (collectively, 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. The law firm of Fitzgerald Morris Baker Firth, P.C. is hereby appointed as Special Counsel with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, Special Counsel and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution.

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 \$10,816,511;

(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 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;

(H) 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;

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

(J) 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; and

(K) 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) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Section 875 GML Recapture Agreement; enter into the Uniform Agency Project Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) enter into the Interim Documents; (H) secure the Loan by entering into the Mortgage; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, 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 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	Yes
David Hoover	VOTING	Yes
Michael E. Zurlo	VOTING	Yes
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Excused
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Excused

The foregoing resolution was thereupon declared duly adopted.

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**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 checked="" type="checkbox"/> No	N/A
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption is estimated at \$638,412
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$10,816,511
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Anticipated completion in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" 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.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	(a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the Agency’s goal of increasing alternative energy development in Clinton County; (c) contributes to New York State goal of development of 50% power from alternative sources; and (d) an additional public benefit will be the fees paid pursuant to the host community agreements.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company anticipates hiring construction jobs.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in a blighted area.

14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.

### **Invenergy/Bull Run Energy**

M. Ryan asked M. Agan if she would like to provide the Board with an update on the status of the Bull Run Energy Project. M. Agan advised that she did not have much new information to provide. She indicated that the Company has requested that she periodically attend the CCIDA Board Meetings to stay abreast of any new green energy projects being developed in the area. M. Agan advised that the Company continues to await a decision from the State regarding their Request for Proposal (RFP) submitted to the New York State Energy Research and Development Authority (NYSERDA). The Company is also working on submission of wetland permits as well as continuing to do land surveys.

### **Saranac Power Partners, L.P. Update**

C. Canada advised that they are working to modify the PILOT agreement for Saranac Power Partners, L.P. to remove the Beekmantown Central School District from the PILOT agreement and instead implement a Host Community Agreement with the school district. The next step will be sending a PILOT deviation notice to the affected taxing jurisdictions advising them of the proposed changes to the PILOT agreement. M. Zurlo asked if the Treasurer's Office and the taxing jurisdictions were aware of the proposed changes. C. Canada advised that discussions have been held with the taxing jurisdictions and everyone is aware.

C. Canada advised that in the original PILOT agreement with Saranac Power Partners from 1992 there was a PILOT mortgage agent in place. This is typical in a large transaction in case there is a lien placed on the property and ensures the taxing jurisdictions receive their PILOT payments. Originally, TDC was the mortgage agent. C. Canada advised that he contacted the Clinton County Treasurer and asked to name them as the mortgage agent in this PILOT agreement. The Clinton County Treasurer declined. In the past, the County Treasurer has acted in that role, so, going forward, a decision will need to be made as to who will assume the role of mortgage agent.

### **Beekmantown School District's Request – CHPE's PILOT Agreement**

C. Canada advised that he has not had an opportunity to discuss the school district's requested change to the PILOT agreement with CHPE's company counsel; however, he does not believe they will be willing to enter into any negotiations regarding changes to the PILOT agreement which was put in place when the Project closed in 2022. Beekmantown School District is requesting a Host Community Agreement rather than receiving PILOT payments. M. Zurlo advised that since the PILOT agreement has been in place for two years, he does not feel it appropriate to attempt to renegotiate the PILOT at this time.

### **Clinton County Economic Development Update**

M. Zurlo advised that the County is continuing to work with Champlain Valley Educational Services (CVES) to complete the exchange of parcels of land between the County and CVES. Both parcels of land are located at the Clinton County Business Innovation Gateway (C-BIG). The land swap will be mutually beneficial.

M. Ryan advised that the Clinton Community College Relocation Task Force is continuing to seek ideas for potential uses for the buildings. Quotes for completion of the feasibility study are currently being obtained. One quote for \$45,000 has been received. The task force is awaiting receipt of two additional quotes before a decision can be made. M. Zurlo indicated his hope that the CCIDA will consider funding the feasibility study.


## **Management Team Reports**

### **Executive Director's Report**

M. Ryan provided a brief overview of her Executive Director's Report.

M. Zurlo asked if there any updates regarding SterRx/Connecticut Avenue Holdings. M. Ryan advised that we did not request a quarterly update from the Connecticut Avenue Holdings this past quarter because they submitted to us their information required for the PARIS report.

There being no further business to discuss, on a motion by J. VanNatten, and seconded by D. Hoover, the meeting adjourned at 1:08 p.m.



Trent Trahan, Chairperson