

**Minutes of the
County of Clinton
Industrial Development Agency
January 8, 2024**

The meeting was called to order by Trent Trahan, Chairperson, at 12:07 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
Keith Defayette, Treasurer and Chief Financial Officer
Michael Zurlo, Secretary
Mark Leta, Assistant Secretary
John VanNatten, Member

MEMBERS ABSENT: Joey Trombley, Member

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

OTHERS PRESENT: Matt Effler, Catalyze-Pombrio Solar Farms 1 & 2 Microgrid, LLC
(via Teleconference) Marie Agan, Local Representative, Bull Run Energy, LLC

T. Trahan stated there was a quorum present.

Presentation: None

Approval of the Minutes of the December 11, 2023 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the December 11, 2023 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by J. VanNatten, and seconded by K. Defayette, it was unanimously carried to approve the minutes of the December 11, 2023 CCIDA meeting as presented.

Public Comment

There was no public comment.

Reports

Treasurer's Report:

K. DeFayette reviewed the December 2023 Treasurer's Report. There were no questions or concerns.

On a motion by M. Zurlo, and seconded by M. Leta, it was unanimously RESOLVED to approve the December 2023 Treasurer's Report as presented by K. Defayette.

Old Business

There was no old business to report.

New Business

Catalyze-Pombrio Solar Farms 1 & 2 Microgrid, LLC Projects

C. Canada advised that Hodgson Russ LLC represents both Catalyze and the CCIDA on this Project. C. Canada advised that Hodgson Russ will act as first chair legal counsel and they will bring in an outside attorney to act as second chair. The role of the outside counsel will be to review all documentation and mitigate any potential or actual conflicts of interest. All costs associated with the outside attorney will be paid by the Project. C. Canada advised the firm Fitzgerald Morris Baker Firth, P.C., in Glens Falls, New York, will be retained as special counsel to the Agency. The resolution being presented before the Board authorizes retaining the special counsel.

Conflict Disclosure Resolution – Catalyze Pombrio Solar Farms 1 & 2, LLC

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

Resolution No. 01-24-01

RESOLUTION (A) ACCEPTING A DISCLOSURE LETTER OF AGENCY COUNSEL RELATING TO THE (1) CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, LLC PROJECT (THE "POMBRIO 1 PROJECT"), AND (2) CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, LLC PROJECT (THE "POMBRIO 2 PROJECT," AND TOGETHER WITH THE POMBRIO 1 PROJECT, THE "PROJECTS"), (B) AUTHORIZING SPECIAL COUNSEL BE RETAINED IN CONNECTION WITH THE PROJECTS AND (C) WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST RELATING TO THE PROJECTS.

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 limited liability company ("Pombrio 1"), and Catalyze Pombrio Solar Farm 2 Microgrid, LLC, a New York limited liability company ("Pombrio 2," and collectively with Pombrio 1, the "Companies"), have submitted applications (collectively, the "Applications") to the Agency, copies of which Applications are on file at the office of the Agency, requesting that the Agency consider undertaking projects (collectively, the "Projects") for the benefit of the Companies, said Projects consisting of the following: (A) (1) with respect to Pombrio 1, (a) 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 "Pombrio 1 Land"), (b) the construction on the Pombrio 1 Land of a 7.5 MW AC solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, the "Pombrio 1 Facility") and (c) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Pombrio 1 Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by Pombrio 1 (the Pombrio 1 Land, the Pombrio 1 Facility and the Pombrio 1 Equipment hereinafter collectively referred to as the "Pombrio 1 Project Facility"); and (2) with respect to Pombrio 2, (a) 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 "Pombrio 2 Land"), (b) the construction on the Pombrio 2 Land of a 7.5 MW AC solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, the "Pombrio 2 Facility") and (c) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Pombrio 2 Equipment") all of the foregoing to constitute a solar energy generating facility to be owned and operated by Pombrio 2 (the Pombrio 2 Land, the Pombrio 2 Facility and the Pombrio 2 Equipment hereinafter collectively referred to as the "Pombrio 2 Project Facility") (the Pombrio 1 Project Facility and the Pombrio 2 Project Facility being collectively referred to hereinafter as the "Project Facilities"); (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 Facilities to the Companies, as applicable, or such other person as may be designated by the Companies and agreed upon by the Agency; and

WHEREAS, counsel to the Agency, Hodgson Russ LLP ("Hodgson Russ"), has been informed that Hodgson Russ represents the Companies in connection with the Projects; and

WHEREAS, for purposes of satisfying the requirement contained in Section 858(8)(b) of the Act, Hodgson Russ desires to deliver written disclosure to the Agency (the "Agency Counsel Disclosure Letter") that Hodgson Russ (A) is acting as counsel to the Agency and (B) is acting as counsel to the Companies, respectively, with respect to the Projects (collectively, the "Proposed Representation"); and

WHEREAS, attached hereto as Exhibit A is a form of the Agency Counsel Disclosure Letter for review by the Agency; and

WHEREAS, the Companies have provided their written consents to the Proposed Representation, which consents are on file with Hodgson Russ; and

WHEREAS, as the Proposed Representation presents a potential conflict of interest that must be waived by the Agency, the Companies have requested that the Agency provide its consent to the Proposed Representation; and

WHEREAS, at the advice of Hodgson Russ as counsel to the Agency, the Agency wishes to retain the law firm of Fitzgerald Morris Baker Firth, P.C., Glens Falls, New York, as special counsel to the Agency in connection with the Projects to further mitigate potential conflicts created by the Proposed Representation;

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

Section 1. The Agency hereby (A) accepts the Agency Counsel Disclosure Letter attached hereto as Exhibit A, and (B) acknowledges the Agency has no objection to Hodgson Russ (i) acting as counsel to the Agency and (ii) acting as counsel to the Companies, respectively, in connection with the Projects.

Section 2. The form and substance of the Agency Counsel Disclosure Letter are hereby approved and the Chairperson or Vice Chairperson of the Agency is hereby authorized, empowered and directed to execute the Agency Counsel Disclosure Letter in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairperson or Vice Chairperson shall approve, the execution thereof by the Chairperson or Vice Chairperson to constitute conclusive evidence of such approval.

Section 3. The Agency hereby authorizes retaining Fitzgerald Morris Baker Firth, P.C. as special counsel to the Agency in connection with the Projects for purposes of mitigating potential conflicts created by the Proposed Representation.

Section 4. The Chairperson or Vice Chairperson of the Agency is hereby authorized and directed to distribute copies of this resolution to the Companies and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

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	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Excused

The foregoing resolution was thereupon declared duly adopted.

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January 8, 2024

County of Clinton Industrial Development Agency
137 Margaret Street
Plattsburgh, New York 12901
Attention: Trent Trahan, Chairperson

Re: Proposed representation of County of Clinton Industrial Development Agency
Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project
Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project
Consent and Waiver of any Potential Conflict

Dear Chairperson Trahan:

As you know, Hodgson Russ LLP (“Hodgson Russ”) has been asked by County of Clinton Industrial Development Agency (the “Agency”), which is a longstanding client of Hodgson Russ, to represent it in connection with the projects involving: (1) Catalyze Pombrio Solar Farm 1 Microgrid, LLC (“Pombrio 1”), and (2) Catalyze Pombrio Solar Farm 2 Microgrid, LLC (“Pombrio 2,” and collectively with Pombrio 1, the “Companies”). Given that we have represented the Agency on similar matters in the past, and hopefully will continue to do so in the future, it is necessary for the Agency to waive any potential or actual conflict relating to Hodgson Russ representing the Companies in these matters.

We are satisfied that representing the Companies in these matters will not impact our independent professional judgment on behalf of the Agency in other matters, and we will not provide access to any confidential information learned from the Agency in other matters in representing the Companies. We will take such steps internally as may be appropriate to maintain a “Chinese wall” between the Hodgson Russ attorneys representing the Agency and the Companies, respectively, in order that no confidential or proprietary information received by the attorneys for one client will be disclosed to the attorneys for the other client. Given that the Companies and the Agency share many common goals in these matters, such as preparing and executing documents that will achieve the desired tax benefits, including appropriate payment in lieu of tax (PILOT) payments, we believe that executing a waiver will not negatively impact the Agency’s interests. Finally, we are aware that the Agency shall retain Fitzgerald Morris Baker Firth, P.C., Glens Falls, New York, as special counsel to the Agency in connection with these projects to further mitigate any potential or actual conflict.

Based on the foregoing, we request that the Agency, by signing below, waive any potential conflict and agree that Hodgson Russ may represent the Agency, as Agency counsel, with respect to the above-referenced matter. In the event of litigation between the Agency and either of the Companies, Hodgson Russ will not represent either the Agency or either of the Companies. In addition, by signing below, the Agency will not use the fact of this representation as a basis for seeking to disqualify our firm from representing either the Agency or either of the Companies on unrelated future matters.

[Remainder of page left blank intentionally]

If this letter confirms your understanding, please sign a copy of this letter and forward it to my attention. Should you have any questions or concerns with regard to the foregoing, please contact me.

Very truly yours,

Christopher C. Canada

Accepted and agreed to:

COUNTY OF CLINTON INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Trent Trahan
Chairperson

Public Hearing Resolution – Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project

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

Resolution No. 01-24-02

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, LLC.

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

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

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

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

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

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

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

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

Section 4. This resolution shall take effect immediately.

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

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

The foregoing resolution was thereupon declared duly adopted.

Public Hearing Resolution – Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project

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

Resolution No. 01-24-03

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, LLC.

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

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

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

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

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

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

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

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

Section 4. This resolution shall take effect immediately.

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

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

The foregoing resolution was thereupon declared duly adopted.

PILOT Deviation Notice Resolution – Catalyze Pombrio Solar Farm 1 Microgrid, LLC

C. Canada advised that the next two resolutions authorize sending a letter to the affected taxing jurisdictions informing them of the proposed deviation from the CCIDA's Uniform Tax Exemption Policy (UTEP). M. Zurlo asked Matthew Effler, the Vice President of Project Development for Catalyze, how many conversations the Company has had with the Town regarding the PILOT and the proposed terms. M. Effler advised that they have not had any conversations with the Town. M. Ryan advised that the terms of this PILOT agreement were consistent with other solar projects the CCIDA has benefitted. M. Zurlo advised that the Town of Altona has a new Supervisor and the deviation letter will need to be revised to reflect this change.

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

Resolution No. 01-24-04

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED 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, in connection with the Application, the Company made a request to the Agency (the "PILOT Request") that the Agency deviate from the Agency's Uniform Tax Exemption Policy (the "Policy") by providing for payment in lieu of taxes being based on the generating capacity of the Project Facility expressed in a dollar per MW calculations; and

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

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, prior to taking final action on such request for a deviation from the 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") no fewer than thirty (30) days prior written notice of the proposed deviation from the Policy and the reasons therefor; and

WHEREAS, pursuant to Section 858(15) of the Act, unless otherwise agreed by the Affected Tax Jurisdictions, payments in lieu of taxes must be allocated among the Affected Tax Jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each Affected Tax Jurisdiction had the Project Facility not been tax exempt due to the status of the Agency;

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

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

Section 2. This resolution shall take effect immediately.

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

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

The foregoing resolution was thereupon declared duly adopted.

EXHIBIT A

PROPOSED FORM OF PILOT DEVIATION LETTER

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY

137 Margaret Street, Suite 209

Plattsburgh, New York 12901

Tel: 518-565-4627

Fax: 518-565-4616

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

Larry Ross, 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.

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

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 \$ _____ 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 \$ ____/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.

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 Notice Resolution – Catalyze Pombrio Solar Farm 2 Microgrid, LLC

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

Resolution No. 01-24-05

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED 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, in connection with the Application, the Company made a request to the Agency (the "PILOT Request") that the Agency deviate from the Agency's Uniform Tax Exemption Policy (the "Policy") by providing for payment in lieu of taxes being based on the generating capacity of the Project Facility expressed in a dollar per MW calculations; and

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

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, prior to taking final action on such request for a deviation from the 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") no fewer than thirty (30) days prior written notice of the proposed deviation from the Policy and the reasons therefor; and

WHEREAS, pursuant to Section 858(15) of the Act, unless otherwise agreed by the Affected Tax Jurisdictions, payments in lieu of taxes must be allocated among the Affected Tax Jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each Affected Tax Jurisdiction had the Project Facility not been tax exempt due to the status of the Agency;

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

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

Section 2. This resolution shall take effect immediately.

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

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

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

PROPOSED FORM OF PILOT DEVIATION LETTER

See attached.

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY

137 Margaret Street, Suite 209

Plattsburgh, New York 12901

Tel: 518-565-4627

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January __, 2024

The Honorable Mark R. Henry, County Legislative
Chairperson
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Plattsburgh, New York 12901

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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.

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

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 \$ _____ 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 \$ ____/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.

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

Invenergy/Bull Run Energy, LLC Proposed PILOT Agreement Terms

M. Ryan reviewed the proposed PILOT Agreement terms for the Invenergy-Bull Run Energy Project. The terms went from \$3,200 per MW up to \$3,800 per MW, over a term of 30 years. The total administrative fee payment was reduced from \$14 million dollars down to \$10 million dollars and payments will be spread out over five (5) equal payments of \$2 million dollars each, with the first payment occurring when the Project closes. M. Ryan further advised that the public hearings for this Project have not been held as the CCIDA wanted to wait until the Project PILOT terms had been agreed upon. M. Ryan advised that she is still waiting for some property assessment information from the Company that is required in order to complete the Cost Benefit Analysis for this Project. C. Canada indicated this information is also required for the PILOT deviation letters.

Marie Agan, the local representative for Bull Run Energy, advised the Board that Invenergy is working to compile the outstanding data. M. Agan also advised that the Company is prioritizing submission of the 94-C application. The Company had hoped to be able to submit the 94-C application by the end of January, however, they now predict submission will not occur until February 2024.

M. Agan advised that the Company partnered with the local girl scout troop for a Christmas drive which benefitted local families. The Company also helped the VFW with some building issues, and they are currently hoping fund a swim program that will benefits several towns.

M. Zurlo asked when the Project is expected to close. C. Canada advised that it would probably not be until May or June 2024.

Saranac Power Partners, L.P. – Request for PILOT Extension

M. Ryan advised the Board that the CCIDA received a letter from Kevin MacLeod, Esq., requesting an extension of the PILOT agreement for Saranac Power Partners, L.P. The current PILOT agreement is set to expire March 1, 2024. The Company is seeking to extend the PILOT Agreement and current terms for an additional five years. In the letter, K. MacLeod also indicates that the Company is willing to extend the Host Community Agreement for the same five-year term that will ensure the Town of Plattsburgh will continue to receive an annual payment of \$182,000.

M. Ryan advised that she extended an invitation to the Company to attend the CCIDA Board Meeting and provided them with the GoTo Meeting login information. The company declined the invitation indicating they felt the letter from their attorney adequately explained their request.

C. Canada advised that considering the very short timeframe involved before the current PILOT agreement expires, he is providing the Board with Resolution #01-24-06 authorizing a PILOT Deviation Letter and Public Hearing to amend the PILOT Agreement for the Saranac Power Partners, L.P. Project should the CCIDA decide to grant the requested PILOT extension. The original PILOT agreement began in 1992 and has been amended several times since.

The letter from K. MacLeod stated there are currently two companies that rely on steam from this power plant - Georgia Pacific and Pactiv. C. Canada advised that the power plant is located in the Town of Plattsburgh, however, in the original PILOT agreement, the City of Plattsburgh received a portion of the PILOT payments. As a result of the amendment process, the City of Plattsburgh was subsequently removed from the PILOT agreement and no longer receives PILOT payments. M. Zurlo asked C. Canada to look into the details of what taxing jurisdictions currently receive PILOT payments and if the Town of Plattsburgh receives the Host Community Agreement payment in addition to a PILOT

payment.

C. Canada advised that since the requested PILOT extension would provide more than \$100,000 in benefits, a Public Hearing would be required before the extension could be granted. Also, a PILOT Deviation letter would have to be sent to the Taxing Jurisdictions 30 days prior to the CCIDA voting on the requested extension. In addition, the Project would have to submit another application to the CCIDA outlining their request for an extension and why they feel an extension is warranted. Because of the limited time before the current PILOT expires, C. Canada has prepared a resolution should the Board decide to go forward.

M. Zurlo indicated that he would like the Project to present their request for a PILOT extension to the Board in-person and allow the Board to ask the Company questions. In addition, M. Zurlo requested M. Ryan contact the Beekmantown School District to discuss the Project's request. M. Ryan indicated that she has already had conversations with the Town of Plattsburgh regarding this request. M. Ryan advised that the Town of Plattsburgh has formed a committee called "Just Transition" and she has been invited to be on this committee. The purpose of the committee is to develop a go-forward plan should the power plant be decommissioned. M. Zurlo asked if the Town of Plattsburgh is against extending the PILOT. M. Ryan indicated that the Town Supervisor expressed some concerns over an extension. M. Ryan also indicated that the Town of Plattsburgh has requested that Fire District #3 be included in any notifications regarding this PILOT extension request.

M. Zurlo stated that he would like to know what the difference in tax payments would be between what the Project currently pays with the PILOT in place and what they would pay if the property were on Section 1 tax roll. D. Hoover suggested M. Ryan reach out to Georgia Pacific and Pactiv to discuss their reliance on steam from the power plant and what the business ramifications would be if the PILOT extension was not granted. M. Ryan advised she would contact the two businesses. C. Canada advised that he would contact the Project's counsel to further discuss their request. M. Leta also suggested maintaining a list identifying all the affected parties and noting what conversations have taken place as well as their opinions relative to the requested PILOT extension.

C. Canada stated that if the Board receives answers to all their questions prior to the February 12, 2024 CCIDA Board meeting, the Resolution will allow the CCIDA to go forward with a Public Hearing and sending the PILOT deviation notice to the taxing jurisdictions. Based on this, the CCIDA decided to vote on the proposed resolution. C. Canada advised that the resolution authorizes a Public Hearing and the sending of the PILOT Deviation Notice letter to taxing jurisdictions. If the Board decides not to go forward with this PILOT extension, no action will be taken.

Post Meeting Note: C. Canada provided the following updated Resolution #01-24-06 which includes the stipulations requested by the Board.

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

Resolution No. 01-24-06

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO (A) SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY AND (B) CONDUCT A PUBLIC HEARING IN CONNECTION WITH THE SARANAC POWER PARTNERS, L.P. PROJECT.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about December 29, 1992 (the "Closing Date"), the Agency entered into an installment sale agreement dated as of December 29, 1992 (the "Installment Sale Agreement") by and between the Agency and Saranac Power Partners, L.P. (the "Company") and other related documents for the purpose of undertaking the following project (the "Project") for the benefit of the Company: (A) (1) the acquisition of fee title to, leasehold interests in and certain easements to various parcels of real property located in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 240MW natural gas-fired cogeneration facility and related transmission lines and electrical energy interconnection facilities (the "Facility") and (3) the acquisition and installation of various machinery and equipment (the "Equipment") (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 sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (the "Financial Assistance"); and (C) the sale of the Project Facility to the Company pursuant to the Installment Sale Agreement; and

WHEREAS, on or about December 29, 1992, the Agency acquired various interests in the Land pursuant to various conveyance documents executed on or about December 29, 1992 from the Company to the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Installment Sale Agreement, (A) the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of December 29, 1992 (the "Original PILOT") by and among the Agency, the Company and The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as agent (the "PILOT Mortgage Agent") for the Agency and the "Taxing Entities" (as such term is defined in the Original Pilot), pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility to the Clinton County Treasurer (the "Treasurer") for distribution to the appropriate Taxing Entities entitled to same pursuant to the provisions of the Original PILOT, (B) the Agency filed with the assessor and mail to the chief executive officer of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the "Real Property Tax Exemption Form") relating to the Project Facility and the Original PILOT, and (C) the Company and the Agency executed and delivered a payment in lieu of tax

mortgage dated as of December 29, 1992 (the “Original PILOT Mortgage”) from the Agency and the Company, as mortgagor, and the PILOT Mortgage Agent, as mortgagee (the “PILOT Mortgagee”), pursuant to which the Company and the Agency agreed to grant to the PILOT Mortgagee a mortgage lien on the Project Facility as security for, among other things, the obligation of the Company to make all payments and all other obligations of the Company for the benefit of the Agency and the Taxing Entities under the Original PILOT (the Installment Sale Agreement, the Original PILOT, the Real Property Tax Exemption Form and the Original PILOT Mortgage being sometimes collectively referred to as the “Basic Documents”); and

WHEREAS, the Original PILOT was amended pursuant to a first amendment to payment in lieu of tax agreement dated as of March 1, 2009 (the “First Amendment to PILOT”), as further amended pursuant to a second amendment to payment in lieu of tax agreement dated as of December 1, 2009 (the “Second Amendment to PILOT”), as further amended pursuant to a third amendment to payment in lieu of tax agreement dated as of December 1, 2013 (the “Third Amendment to PILOT”) and as further amended pursuant to a fourth amendment to payment in lieu of tax agreement dated as of December 1, 2016 (the “Fourth Amendment to PILOT”), each by and among the Agency, the Company and the PILOT Mortgage Agent (the Original PILOT, as amended by the First Amendment to PILOT, the Second Amendment to PILOT, the Third Amendment to PILOT and the Fourth Amendment to PILOT, being referred to hereinafter as the “Amended PILOT”), which Amended PILOT was amended and restated by an amended and restated payment in lieu of tax agreement dated as of January 1, 2018 (the “Amended and Restated PILOT”) by and among the Agency, the Company and the PILOT Mortgage Agent; and

WHEREAS, pursuant to a letter dated December 19, 2023 from counsel to the Company (the “Pilot Request”), which Pilot Request is attached here as Exhibit A, the Company has requested to amend the Amended and Restated PILOT to extend the term of the Amended and Restated PILOT for an additional five (5) years on its existing terms, which extension would be effectuated pursuant to a first amendment to amended and restated payment in lieu of tax agreement (the “First Amendment to Amended and Restated PILOT”); and

WHEREAS, the First Amendment to Amended and Restated PILOT will be a deviation from the Agency’s uniform tax exemption policy (the “UTEP”); and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the UTEP, 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”) prior written notice of the proposed deviation from the UTEP and the reasons therefor; and

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

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

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

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

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

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

Section 1. Based upon an examination of the Proposed Action, the Agency hereby determines that the Proposed Action constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(26), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Proposed Action.

Section 2. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Action, said public hearing to be held in the city, town or village where the Project is or is to be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to the residents of the governmental units where the Project is or is to be located, such notice to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency; **provided however**, that the Executive Director shall not conduct a public hearing as discussed above prior to receipt and review by the Agency of (i) a completed application with respect to the Pilot Request, and (ii) such other information which the Agency may request relating to the Pilot Request (the "Supporting Materials").

Section 3. Having considered the PILOT Request (A) the Agency will consider the Proposed Action and (B) the Executive Director is hereby authorized to send a written notice to the chief executive officers of each of the Affected Tax Jurisdictions (i) informing them that the Agency is considering a proposed deviation, with such notice being in substantially the form attached hereto as Exhibit B and as outlined by the Executive Director of the Agency at this meeting, from the UTEP with respect to the Proposed Action and the reasons therefor and (ii) soliciting any comments that such Affected Tax Jurisdictions may have with respect to said proposed deviation; **provided however**, that the Executive Director shall not distribute such deviation notice prior to receipt and review by the Agency of the Supporting Materials.

Section 4. The Chairperson, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 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	YES
John VanNatten	VOTING	YES
Joey Trombley	VOTING	ABSENT

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on January 8, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2024.

(Assistant) Secretary

(SEAL)

EXHIBIT A
PILOT REQUEST

SPENO MACLEOD, PLLC

PO Box 152, Baldwinsville NY 13027

Rebecca Speno, Esq.
315.254.9558
rebecca@spenomacleod.com

Kevin MacLeod, Esq.
315.409.6614
kevin@spenomacleod.com

Via Electronic Mail

December 19, 2023

Molly Ryan, Executive Director
Clinton County Industrial Development Agency
137 Margaret Street, Suite 209
Plattsburgh, NY 12901

**Re: Request for PILOT Extension regarding Saranac Power Partners, L.P.
and its property located at 99 Weed Street (Tax ID 207.-2-2.2)**

Dear Molly,

We represent Saranac Power Partners, L.P (the "Company"). The Company operates the 240MW natural gas-fired power plant located at 99 Weed Street in the Town of Plattsburgh (the "Plant"). The Plant is currently subject to the Amended and Restated Payment in Lieu of Tax Agreement dated January 1, 2018 (the "PILOT Agreement"). The PILOT Agreement is set to expire on or about March 1, 2024. The Company respectfully requests that the PILOT Agreement be extended for an additional five years.

Plant Performance and Headwinds

The Plant struggled to be profitable between 2018 and 2022. The Plant's power generation revenue remained very low and ultimately hit a record low in 2020. Due to the Plant's age and construction, power generation is now largely limited to scheduled grid maintenance or emergency outages. With power generation down, the Plant survived largely on capacity payments. Fortunately, moderate increases in capacity prices over the past five years have helped the Plant offset rising expenses. The Plant also continued to produce steam for George Pacific and Pactiv. Steam sales are set by contract and escalate annually at the rate of the U.S. Gross Domestic Product – Implicit Price Deflator as published by the U.S. Department of Commerce Bureau of Economic Analysis.

2023 is on track to be a good year for the Plant. The NYSERDA Smart Path Connect transmission upgrade project requires significant construction on the powerlines between Massena and Clinton. In the short term, the transmission upgrade will significantly increase the Plant's generation revenue because the Plant is being dispatched to cover temporary construction outages. However, in the long term, the transmission upgrade will have significant negative impact on the Plant. The transmission upgrades are designed to allow the state to better utilize the new wind and hydro generation in the area. By design, the transmission upgrade was engineered to reduce the Plant's dispatch.

Accordingly, the Company expects that generation revenue will sharply decline in 2024 and the Plant will revert to its primary reliance on capacity for the foreseeable future.

The PILOT Agreement and Current Payments

Under the current PILOT Agreement, the Company pays \$273,000 to the IDA for the benefit of the Taxing Entities. At the time of the last renewal, the Company agreed to increase the payment to \$420,000 if the Company's free cash flow exceeded certain levels. The Company has not met this threshold since 2018. The Company is optimistic that the transmission upgrades may allow the Plant to meet the threshold in 2023, which would lead to a one-time increased payment to the taxing jurisdictions in 2024. However, as discussed above, the completion of the transmission upgrade in early 2024 makes it unlikely that the Company would meet the free cash flow threshold again in the foreseeable future.

In addition to the PILOT Payment, the Company also pays \$182,000 to the Town under a Host Community Agreement. As part of the renewal in 2018, the IDA required that the host community payments be made through December 31, 2022. In 2022, the Company offered to voluntarily extend the Host Community Agreement for an additional year. Although the Town and the Company had no legal obligation to do so, they agreed to extend the Host Community Agreement through December 31, 2023 with the Company paying the \$182,000 for the additional 2023 calendar year.

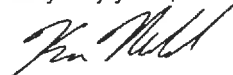
Extension Request

The Company seeks to extend the PILOT Agreement for an additional five years on its existing terms. As part of a renewal, the Company is willing to extend the Host Community Agreement for the same five-year term to ensure that the Town continues to receive the needed financial support. The Company also continues to believe that it is fair to pay more when it is profitable and, thus, would also like to extend that provision requiring an increased payment in the event of high free cash flow.

The Company believes that continued support from the IDA is vital to its economic feasibility. As you may know, the Company has a local payroll of \$1,990,000. In addition to this direct employment, the Company is dedicated to providing steam to Georgia Pacific and Pactiv (each of which have 100+ local employees) as well as supporting numerous other local sales and service suppliers that it contracts with.

Thank you for your consideration in this matter. If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Kevin R. MacLeod, Esq.

Encl.

cc: John Gokey, Plant Manager



Saranac Power Partners, L.P.

2023 PILOT Discussions

December 15, 2023



Saranac Power Partners, L.P.



Confidential and Proprietary

Saranac's Revenue Stream



Saranac's revenue from three sources

- Electricity Sales
 - Capacity auctions - monthly payments received for proven power output capability and reliability
 - Generation - plant generating power into the local electric grid
- Steam sales directly to Georgia-Pacific and indirectly to Pactiv via Georgia-Pacific
- Natural gas transportation charges to NYSEG and Georgia-Pacific

Revenue Sources	2023 YTD Forecast	2022	2021	2020	2019
Electricity	92%	80%	86%	79%	72%
(Capacity)	58%	125%	98%	92%	66%
(Generation)	42%	-25%	2%	8%	34%
Steam	4%	11%	7%	10%	12%
Natural Gas Transportation	4%	8%	6%	11%	16%

Note: 2022 generation is negative due to delayed payment from NYISO.

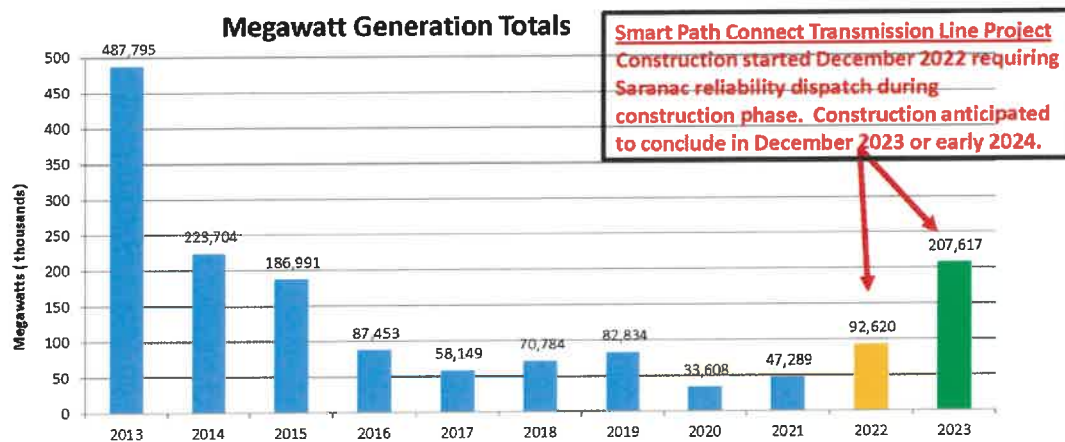
Confidential Partnership Information. Not to be disclosed outside of the Partnership.

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Historical Capacity Factor and Generation



- 2021 capacity factor = 2.10%
- 2022 capacity factor = 4.21%
- 2023 capacity factor = (YTD Nov 30) 10.61%
- 2022 and 2023 capacity factor increases are due to transmission line construction project and are forecast to return to 2016 through 2021 levels

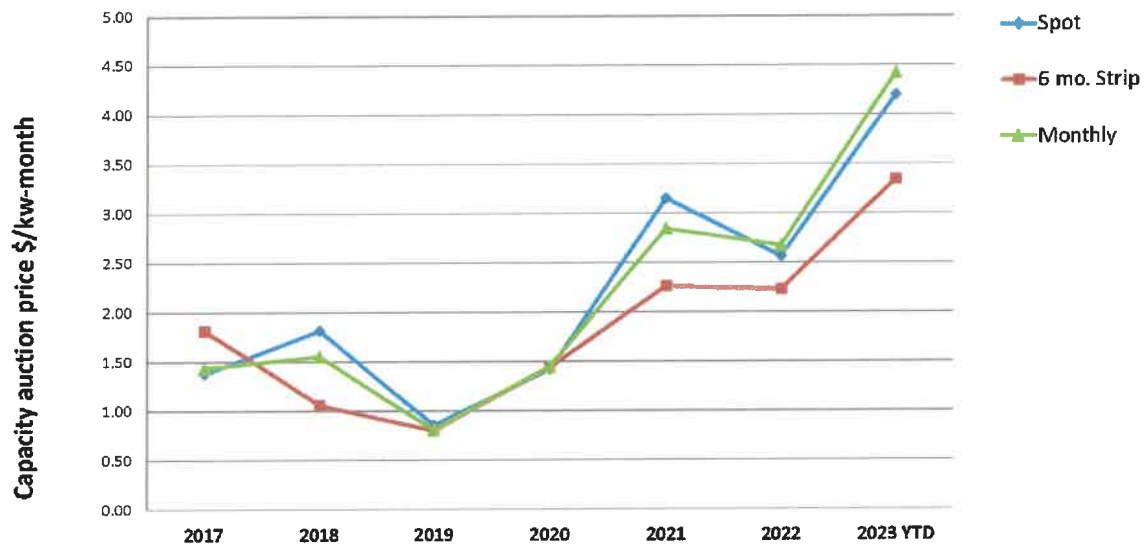


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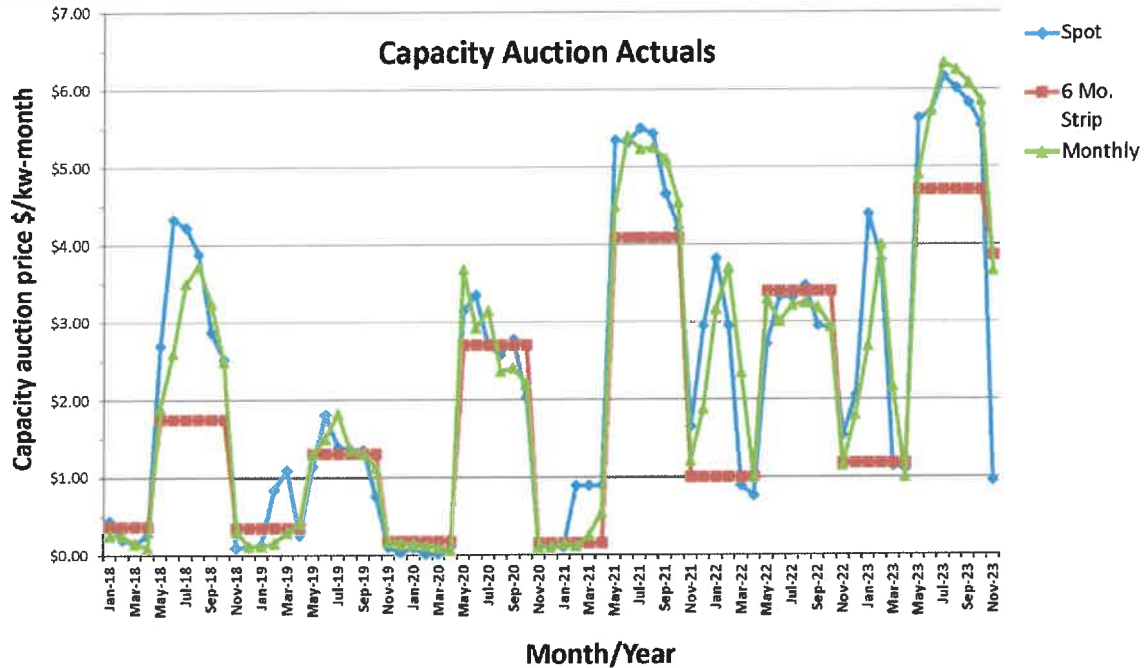
New York Independent System Operator Rest-of-State Capacity Auction Average



Capacity Auction Average Clearing Prices



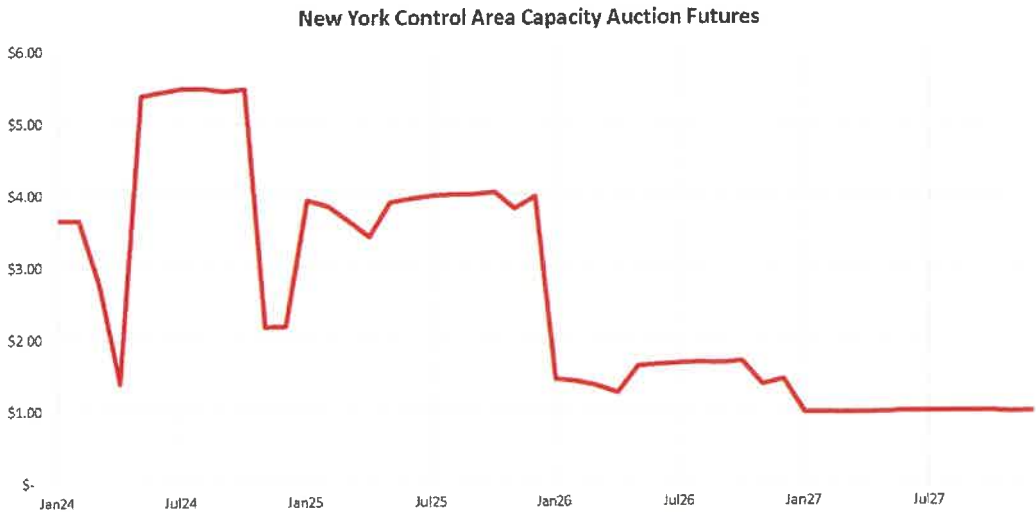
New York Independent System Operator Rest-of-State Capacity Price (\$/kw-month)



Capacity Auction Futures



Capacity auction futures data from online index website, Intercontinental Exchange, Inc. Energy Futures U.S. – December 6, 2023



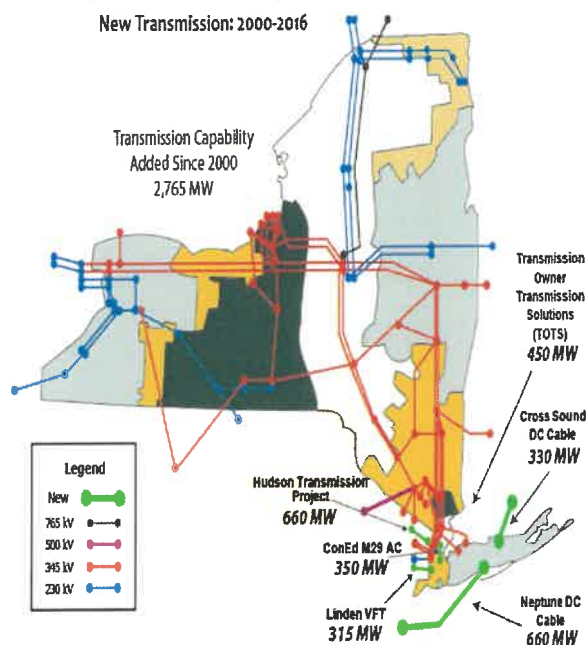
Impact to Saranac Generation



Northern New York transmission line upgrade in 2014

- New York Power Authority (NYPA) Moses-Willis Circuit Separation project fulfilled a recommendation of the New York Energy Highway Blueprint—a major initiative to relieve transmission congestion and constraints on wind turbine facilities in Clinton and Franklin Counties and hydro generation resources in upstate NY and Quebec, Canada
- Project completion and in-service date March 2014 significantly reduced Saranac's dispatch due to reliability needs being met by lower cost resources like wind and hydro generators.

Figure 12 - New Transmission in New York State: 2000-2016



New Risks to Saranac Generation



New York Power Authority

- Transmission line upgrades
- Smart Path Connect is a multi-faceted project that included rebuilding approximately 45 miles of transmission eastward from Massena to the Town of Clinton, which is led by the New York Power Authority, further reducing the need for power grid reliability dispatch support from the Saranac plant as occurred in 2014.

Growing Transmission Capacity in New York State



New Risks to Saranac Generation



- Renewable generation resource additions will reduce daily energy price in Zone D creating uneconomic market conditions for Saranac.

New York's Land-Based Renewable Energy Procurement

source NYSERDA website - October 24, 2023

- New York.....announced its latest round of conditional land-based large-scale renewable awards, which are comprised of 14 new solar projects, six wind repowering projects, one new wind project, and one return-to-service hydroelectric project, totaling a combined 2,410 megawatts – enough new renewable generation to power over 560,000 New York homes annually for at least 20 years. These projects are expected to spur over \$4 billion in direct investments and create over 4,100 good-paying short- and long-term jobs across New York State

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New Risks to Saranac Generation



North Country Projects

- **North Country Wind**: Terra-Gen Development Company, LLC will build a 298.2-megawatt wind facility in the towns of Burke and Chateaugay, Franklin County.
- **Riverside Solar**: AES will build a 100-megawatt solar facility in the Towns of Lyme and Brownville, Jefferson County.
- **SunEast Morris Solar**: Cordelio Power will build a 19.99-megawatt solar facility in the Town of Gouverneur, St. Lawrence County.
- **Valcour Altona Windpark**: AES will repower a 97.5-megawatt wind facility in the Town of Altona, Clinton County.
- **Valcour Chateaugay Windpark**: AES will repower a 106.5-megawatt Wind facility in the Town of Chateaugay, Franklin County.
- **Valcour Clinton Windpark**: AES will repower a 100.5-megawatt Wind facility in the Town of Clinton, Clinton County.
- **Valcour Ellenburg Windpark**: AES will repower an 81-megawatt Wind facility in the Town of Ellenburg, Clinton County.
 - The four Valcour windparks will contribute 400 megawatts of energy to the state power grid once they're repowered. Emily Taylor, from AES Clean Energy, which is the largest owner-operator of renewable energy projects in New York said actual construction and replacement of the turbines will start in 2026.
- **Bull Run Energy, LLC**: Will build a 449-megawatt wind facility in Towns of Altona, Clinton, Ellenburg and Mooers in Clinton County and expected to come online in 2027.

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Headwinds to Saranac profitability



- Capacity auction price downward projection
- Renewable generation capacity additions
- Imports of energy from Quebec and other regions
- Low natural gas and energy price forecasts
- Potential property tax increases
- Facility not designed for rapid startups needed to meet changing electric grid requirements. Millions in capital modifications required, with no certain payback

Local risks created by Saranac's potential loss of profitability



- Potential loss of Saranac payroll of \$1.99 million
- Georgia-Pacific and Pactiv
 - Costs to assume auxiliary steam boiler operations
 - Increased share of natural gas transmission costs
 - Threat to continued operations and potential job losses of approximately 117 Georgia-Pacific employees and 100 Pactiv employees
- New York State Electric and Gas and customers
 - Increased percentage of natural gas transmission costs
 - Potential rate hikes to recover increased natural gas transmission costs
- Potential loss of PILOT tax revenues to taxing jurisdictions
- Potential loss of local businesses service and sales

Confidential Partnership Information. Not to be disclosed outside of the Partnership.

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EXHIBIT B

PROPOSED PILOT DEVIATION LETTER

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY

137 Margaret Street, Suite 209

Plattsburgh, New York 12901

Tel: 518-565-4627

Fax: 518-565-4616

January __, 2023

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

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

Michael S. Cashman, Supervisor
Town of Plattsburgh
151 Banker Road
Plattsburgh, New York 12901

Mark Bessen, Interim Superintendent
Beekmantown Central School District
37 Eagle Way
West Chazy, New York 12992-2577

Ed Marin, School Board President
Beekmantown Central School District
37 Eagle Way
West Chazy, New York 12992-2577

Chelsea McDonald, District Clerk
Beekmantown Central School District
37 Eagle Way
West Chazy, New York 12992-2577

RE: County of Clinton Industrial Development Agency
Saranac Power Partners, L.P. Project

Dear Ladies and Gentlemen:

On or about December 29, 1992 (the "Closing Date"), the Agency entered into an installment sale agreement dated as of December 29, 1992 (the "Installment Sale Agreement") by and between the Agency and Saranac Power Partners, L.P. (the "Company") and other related documents for the purpose of undertaking the following project (the "Project") for the benefit of the Company: (A) (1) the acquisition of fee title to, leasehold interests in and certain easements to various parcels of real property located in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of a 240MW natural gas-fired cogeneration facility and related transmission lines and electrical energy interconnection facilities (the "Facility") and (3) the acquisition and installation of various machinery and equipment (the "Equipment") (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 sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (the "Financial Assistance"); and (C) the sale of the Project Facility to the Company pursuant to the Installment Sale Agreement.

Also, on or about December 29, 1992, the Agency acquired various interests in the Land pursuant to various conveyance documents executed on or about December 29, 1992 from the Company to the Agency.

Simultaneously with the execution and delivery of the Installment Sale Agreement, the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of December 29, 1992 (the "Original PILOT") by and among the Agency, the Company and The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as agent (the "PILOT Mortgage Agent") for the Agency and the "Taxing Entities" (as such term is defined in the Original PILOT), pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility to the Clinton County Treasurer (the "Treasurer") for distribution to the appropriate Taxing Entities entitled to same pursuant to the provisions of the Original PILOT.

The Original PILOT was amended by a first amendment to payment in lieu of tax agreement dated as of March 1, 2009 (the "First Amendment to PILOT"), as further amended pursuant to a second amendment to payment in lieu of tax agreement dated as of December 1, 2009 (the "Second Amendment to PILOT"), as further amended pursuant to a third amendment to payment in lieu of tax agreement dated as of December 1, 2013 (the "Third Amendment to PILOT") and as further amended pursuant to a fourth amendment to payment in lieu of tax agreement dated as of December 1, 2016 (the "Fourth Amendment to PILOT"), each by and among the Agency, the Company and The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.), as agent (the "PILOT Mortgage Agent") for the Agency and the "Taxing Entities" (as such term is defined in the Original PILOT) (the Original PILOT, as amended by the First Amendment to PILOT, the Second Amendment to PILOT, the Third Amendment to PILOT and the Fourth Amendment to PILOT, being referred to hereinafter as the "Amended PILOT"), which Amended PILOT was amended and restated pursuant to an amended and restated payment in lieu of tax agreement dated as of January 1, 2018 (the "Amended and Restated PILOT") by and among the Agency, the Company and the PILOT Mortgage Agent.

Pursuant to its terms, the Amended and Restated PILOT will expire on March 31, 2024.

The Company has requested that the Agency consider an additional amendment to the Amended and Restated PILOT, which amendment would be effectuated pursuant to a first amendment to amended and restated payment in lieu of tax agreement (the "First Amendment to Amended and Restated PILOT") (the Amended and Restated PILOT, as amended by the First Amendment to Amended and Restated PILOT, being referred to hereinafter as the "Proposed PILOT").

By resolution adopted by the members of the Agency on January 8, 2024 (the "PILOT Deviation Notice and Public Hearing Resolution"), the Agency authorized the Executive Director of the Agency to conduct a public hearing with respect to the proposed execution and delivery of the First Amendment to Amended and Restated PILOT. This letter is delivered to you pursuant to Section 874 of the General Municipal Law.

The proposed terms of the First Amendment to Amended and Restated PILOT would provide for the extension of the term of the Amended and Restated PILOT for an additional five (5) years on its existing terms.

The First Amendment to Amended and Restated PILOT would not provide any abatements for any special assessments levied on the Project Facility.

The terms of the First Amendment to Amended and Restated PILOT deviate from the Agency's uniform tax exemption policy (the "UTEP"). The purpose of this letter is to inform you of such deviation and that the Agency is considering the terms of the First Amendment to Amended and Restated PILOT. The Agency expects to consider whether to approve the terms of the First Amendment to Amended and Restated PILOT at its meeting scheduled for February __, 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, County of Clinton, 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 First Amendment to Amended and Restated PILOT.

The Agency considered the following factors, enumerated under the UTEP, in considering the proposed deviation:

1. **The nature of the Project:** 240 MW natural gas-fired cogeneration facility with transmission lines and electric energy interconnection facilities.

2. **The present use of the property:** cogeneration facility.

3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:**
_____.

4. **The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:**
_____.

5. **The estimated value of new tax exemptions to be provided:**
_____.

6. **The economic impact of the Proposed PILOT on affected tax jurisdictions:**
_____.

7. **The impact of the Proposed PILOT on existing and proposed businesses and economic development projects in the vicinity:**
_____.

8. **The amount of private sector investment generated or likely to be generated by the Proposed PILOT:** _____.

9. **The effect of the Proposed PILOT on the environment:** None.

10. **Project Timing:** cogeneration facility is completed.

11. **The extent to which the Proposed PILOT will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:** No additional services required.

12. **Anticipated tax revenues:** _____.

13. **The extent to which the Proposed PILOT will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:**
_____.

The Agency will consider the Project and the First Amendment to Amended and Restated PILOT (and the proposed deviation from the UTEP) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the UTEP. 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.

Very truly yours,

COUNTY OF CLINTON INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Molly F. Ryan
Executive Director

Clinton County Update

M. Zurlo reported that BETA Technologies will receive a \$20 million dollar New York State grant via Clinton County from Empire State Development's Regional Economic and Community Assistance Program. This grant is for construction and renovation at BETA's facility located at the Plattsburgh International Airport.

Executive Director's Report

Connecticut Avenue Holdings, LLC:

M. Zurlo asked what the status was for the Connecticut Avenue Holdings Project. C. Canada advised that he will provide a revised draft letter to M. Ryan for her review and approval prior to sending it to the Project.

AES/Noble:

M. Zurlo asked C. Canada if he had any updates regarding the AES Ellenburg and Altona Wind Projects. M. Zurlo indicated the PILOTs for these two AES Projects are going to expire and he does not want to have a similar tax situation to what occurred when the Clinton Windpark PILOT expired in 2022. C. Canada advised that he will again follow-up with AES counsel this week.

Workforce Development Board/North Country Workforce Partnership:

M. Ryan advised that she will be working with the North Country Workforce Partnership to determine if there are any workforce development projects that the CCIDA can partner with them on. J. VanNatten advised that the North Country Workforce Partnership is undergoing some restructuring, with Joey Varin serving as the Interim Executive Director.

There being no further business to discuss, on a motion by J. VanNatten and seconded by D. Hoover, the meeting adjourned at 1:02 p.m.


Trent Trahan, Chairperson