

**RESOLUTION AUTHORIZING AMENDMENT TO BASIC  
DOCUMENTS/MODIFICATION AGREEMENT  
NORTHWAY SOLAR, LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the “Agency”) was convened in public session in the Clinton County Government Center located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York on February 10, 2025 at 12:00 o’clock p.m., local time.

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

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	Assistant Secretary
Joey Trombley	Member
John VanNatten	Member

ABSENT:

Keith Defayette	Treasurer
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Molly Ryan	Executive Director
Toni Moffat	Executive Assistant
Dorothy Brunell	Administrative Assistant
Christopher C. Canada, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Agency Counsel

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

Resolution No. 02-25-03

**RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF CLINTON  
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MODIFICATION  
AGREEMENT IN CONNECTION WITH THE NORTHWAY SOLAR, LLC PROJECT.**

WHEREAS, County of Clinton Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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, renovating, improving, maintaining, equipping and furnishing of manufacturing, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of

the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, 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, pursuant to a closing on October 22, 2022 (the “Closing”), the Agency entered into a lease agreement dated as of October 1, 2022 (the “Lease Agreement”) by and between the Agency and Northway Solar, LLC (the “Company”) in connection with a project (the “Project”) consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 32 acre portion of an approximately 73.3 acre parcel of land located at 3832 County Route 22 (being a portion of Tax Map No. 257.-2-1.33) in the Town of Peru, Clinton County, New York (such portion being hereinafter referred to as the “Land”), (2) the construction on the Land of a 5MW AC solar photovoltaic electricity generating facility (the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and 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 sales and use taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (the “Closing”), (A) the Company executed and delivered to the Agency a certain lease to agency dated as of October 1, 2022 (the “Lease to Agency”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of October 1, 2022 (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility and (2) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (C) the Agency and the Company executed and delivered the uniform agency project agreement dated as of October 1, 2022 (the “Uniform Agency Project Agreement”) by and between the Agency and the Company relating to the terms of the granting by the Agency of the Financial Assistance to the Company; (D) the Agency filed with the assessor and mailed 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 Payment in Lieu of Tax Agreement; (E) the Agency executed and delivered to the Company a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which formed a part of the Financial Assistance; and (F) the Agency filed with the New York State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) (collectively, with the Lease Agreement and the “Basic Documents”); and

WHEREAS, subsequent to the Closing, as the Project is nearly complete, the Company was

informed that the Project is slightly outside the original lease lines established by the Company and the landowner and between the Company and the Agency, therefore, pursuant to the request (the "Request"), attached hereto as Schedule A, the Company is requesting the Agency to modify the Basic Documents to revise the Exhibit "A" Land descriptions to correct the Land descriptions currently attached to the Basic Documents (the "Modification"); and

WHEREAS, in connection with the Modification, the Company has requested that the Agency enter into a certain modification agreement (the "Modification Agreement"), by and between the Company and the Agency, and any further documents to reflect the Modification (collectively, the "Modification Documents"); and

WHEREAS, pursuant to the Request, the Agency has been informed that the corrected land description does not vary significantly from the land description contained in the Basic Documents, therefore, the Modification is within the scope of the Project on which a public hearing was held and for which was the subject of the SEQRA (defined below) review; and

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

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

Section 1. Based upon an examination of the Modification, the Agency hereby determines that the actions to be taken by the Agency in compliance with the Modification constitute a "Type II action" pursuant to 6 NYCRR 617.5(23), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Modification.

Section 2. Pursuant to the Request, the Agency has determined that the Modification is within the scope of the Project on which a public hearing has been held and for which was the subject of the SEQRA determination.

Section 3. The Agency hereby consents to the Modification and subject to (A) approval of the form of the Modification Documents by Agency counsel and (B) receipt by the Agency of its administrative fee relating to the Modification and all fees and expenses incurred by the Agency with respect to the Modification, including the fees and expenses incurred by Agency counsel with respect thereto, the Agency hereby authorizes the execution by the Agency of the Modification Documents.

Section 4. Subject to the satisfaction of the conditions described in Section 3 hereof, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized to execute and deliver the Modification Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for

by the provisions of the Modification Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Modification Documents binding upon the Agency.

Section 6. 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
Keith Defayette	VOTING	Excused
Mark Leta	VOTING	Yes
Joey Trombley	VOTING	Yes
John VanNatten	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

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 February 10, 2025 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 10<sup>th</sup> day of February, 2025.

  
(Assistant) Secretary

(SEAL)

SCHEDULE A

REQUEST

- SEE ATTACHED -

# COUCH WHITE LLP

JOSHUA A. SABO, ESQ.

jsabo@couchwhite.com 518.320.3443 direct 518.426.0376 fax

February 3, 2025

Trent Tahan, Chairperson  
County of Clinton Industrial Development Agency  
137 Margaret Street, Suite 209  
Plattsburgh, New York 12901

Re: Clinton County IDA – Northway Solar, LLC

Dear Chair Tahan:

We are counsel to Northway Solar, LLC and its upstream owners. The County of Clinton Industrial Development Agency (“CCIDA”) and Northway Solar, LLC (“Company”) entered into a Lease/Leaseback agreement in October of 2022 relating to a leasehold interest in a portion of a certain parcel of land located at 3832 County Route 22 in the Town of Peru upon which a solar project would be constructed.

The solar project is nearly completely constructed. Unfortunately, the project, as-built, is slightly outside of the original lease lines established between the Company and the landowner and between the Company and CCIDA. The Company is seeking to amend the lease lines. The total area of the leased property is increasing from 31.137 acres to 31.39 acres.

We are requesting CCIDA amend the Lease and Leaseback Agreements with the Company to include the enclosed metes and bounds description in place of the metes and bounds description used in 2022.

Please note that both the original lease area and the proposed amended lease area were the subject of the original SEQRA approvals for the solar project relied upon by CCIDA when it originally authorized the agreements with the Company and no additional SEQRA consideration is needed before responding to this request.

The Company is not seeking additional benefits from CCIDA and would not be entitled to additional benefits when these requests are approved. These requests, when granted, will have no impact on the Company’s existing PILOT obligations.

Please feel free to contact me with any questions or concerns about these requests.

Very truly yours,



Joshua A. Sabo, Esq.  
Partner

Cc: Nadene Zeigler

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### LEGAL DESCRIPTION

#### *Lease Area Containing 31.39 Acres*

All that Tract or parcel of land situate in the Town of Peru, County of Clinton and State of New York, being bounded and described as follows:

Commencing at a point located along the northerly line of the lands now or formerly of Lisa Pellerin (Instrument 20182-94087), (New York State Plane Coordinates: N-2,112,229.94, E-753,123.68), said point being the intersection formed by said northerly line of the lands now or formerly of Lisa Pellerin with the division line between the lands now or formerly of Chad & Stephanie Webb (Instrument 20082-17328) on the east and the lands now or formerly Robert & Cecile Moffat (Instrument No. 20061-91498) on the west; thence from said point of commencement, through said lands of Moffat, North 42°35'24" West, 471.92 feet to the point of beginning; thence from said point of beginning, continuing through said lands of Moffat, the following twelve courses: 1) South 32°35'53" West, 290.93 feet to a point; 2) South 84°00'00" West, 1370.06 feet to a point; 3) North 48°11'23" West, 135.72 feet to a point; 4) South 84°01'54" West, 1163.72 feet to a point; 5) North 06°00'00" West, 81.20 feet to a point; 6) North 39°00'00" East, 85.11 feet to a point; 7) North 00°00'00" East, 248.27 feet to a point; 8) North 84°00'00" East, 979.72 feet to a point; 9) North 71°26'29" East, 547.69 feet to a point; 10) North 84°00'00" East, 1144.52 feet to a point; 11) South 00°00'00" East, 153.10 feet to a point and 12) South 24°41'42" East, 241.69 feet to the point or place of beginning

Containing in all 31.39 acres. of land being more or less.

February 19, 2023

Vincent P. Ausfeld P.L.S.