

**RESOLUTION AUTHORIZING SECOND MODIFICATION TO BASIC DOCUMENTS
FOR THE EXTENSION OF DEADLINE TO SALES TAX EXEMPTION
VILAS HOME, LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the “Agency”) was convened in public session at the Butcher Block restaurant located at 15 Booth Drive in the City of Plattsburgh, Clinton County, New York on February 10, 2025 at 11:00 o’clock a.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
John VanNatten	Member
Joey Trombley	Member

ABSENT:

Keith Defayette	Treasurer
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

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

Resolution No. 02-25-02

**RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN SECOND
MODIFICATION AGREEMENT IN CONNECTION WITH THE VILAS HOME, LLC
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 industrial, manufacturing, warehousing, commercial, research and recreation 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 August 27, 2021 (the “Closing”), the Agency granted certain financial assistance to Vilas Home, LLC (the “Company”), in connection with a project (the “Project”), said Project consisting of the following: (A)(1) the acquisition of an interest in an approximately 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the City of Plattsburgh, Clinton County, New York (the “Land”), together with an existing 22,400 square foot building located thereon (the “Existing Facility”), (2) the reconstruction and renovation of the Existing Facility and the construction of a 60,000 square foot addition to the Existing Facility (the “Addition” and collectively with the Existing Facility, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an adult home facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of an amended and restated lease agreement dated as of August 1, 2021 (the “Lease Agreement”) by and between the Company and the Agency; and

WHEREAS, simultaneously upon the execution and delivery of the Lease Agreement (the “Closing”), (A) the Company executed and delivered to the Agency (1) a certain amended and restated lease to agency dated as of August 1, 2021 (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”); (2) a certain amended and restated license agreement dated as of August 1, 2021 (the “License to Agency”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company granted to the Agency (a) a license entered upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project and (b) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement; and (3) a certain bill of sale dated as of August 1, 2021 (the “Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Company in the Equipment, (B) the Company and the Agency executed and delivered (1) a certain amended and restated payment in lieu of tax agreement dated as of August 1, 2021 (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, (2) a certain recapture agreement dated as of August 1, 2021 (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; and (3) a certain uniform agency project agreement dated as of August 1, 2021 (the “Uniform Agency Project Agreement”) related to the granted Financial Assistance by the Agency 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 “Original Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms 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”) (together with the Lease Agreement, the above-enumerated documents being collectively referred to as the “Basic Documents”); and

WHEREAS, pursuant to the Lease Agreement, the Original Sales Tax Exemption Letter expired on December 31, 2022 (the “Completion Date”); and

WHEREAS, pursuant to the authorization contained in a resolution duly adopted by the members of the Agency on January 23, 2023 (the “First Modification Resolution”), the Agency, among other things, executed and delivered a revised sales tax exemption letter (the “First Amended Sales Tax Exemption Letter”) extending the Completion Date until December 31, 2024 (the “First Modification”); and

WHEREAS, the Company has made a supplemental request (the “2025 Request,” a copy of which is attached hereto as Exhibit A), which such 2025 Request (A) indicated that there have been additional delays in completing the Project and, therefore, (B) requested (1) that the Completion Date be further extended to December 31, 2025 and (2) to modify (if necessary) the terms of the Basic Documents in order to provide for the requested extension (collectively, the “Second Modification”); and

WHEREAS, the Agency has considered the 2025 Request and the reasons for the delay in completing the Project and now desires to authorize and approve the Second Modification; 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 proceed with the approval of the Second Modification; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Second Modification in order to make a determination as to whether the Second Modification is subject to SEQRA, and it appears that the Second 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 Second Modification, the Agency hereby determines that the Second Modification constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefor that, pursuant to 6 NYCRR 617.6(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Second Modification.

Section 2. The Agency has reviewed the 2025 Request and, based upon the representations made to the Agency in the 2025 Request and/or at this meeting, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all

powers granted to it under the Act;

(B) The Project constituted a “project,” as such term is defined in the Act, and the consideration and approval by the Agency of the Modification constitutes a “project” under the Act;

(C) The Project does not differ from the Project approved by the Agency pursuant to the Approving Resolution (as defined in the Lease Agreement) and as described in the Basic Documents;

(D) As the Second Modification will not result in the Agency providing additional benefits in excess of \$100,000, there is no requirement for the Agency to hold a public hearing pursuant to Section 859-a of the Act with respect to the Second Modification;

(E) The approval of the Second Modification by the Agency will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Clinton County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(F) It is desirable and in the public interest for the Agency to issue a revised sales tax exemption letter (the “Second Amended Sales Tax Exemption Letter”) with an extended expiration date and, if necessary, execute and deliver various other related documents to complete the Second Modification (collectively, the “Second Modification Documents”).

Section 3. The Agency hereby approves the Second Modification.

Section 4. In consequence of the foregoing, the Agency hereby consents to the Second Modification Documents and determines to execute and deliver the Second Modification Documents to the Company to reflect the extended Completion Date of December 31, 2025, subject to the following conditions: (A) the payment of the Agency’s administrative fee, if any, as reviewed by the Chairperson, Vice Chairperson and/or Agency Counsel, (B) evidence satisfactory to the Agency and its staff that the Company is in compliance with the Agency’s policies relating to the Project; (C) the payment of the fees and expenses of the Agency Counsel, (D) the execution and delivery of the Second Modification Documents by the Company, and (E) the following additional conditions: _____.

Section 5. Subject to the satisfaction of the conditions described in Section 4 hereof, the Chairperson, Vice Chairperson, and/or Executive Director of the Agency is hereby authorized to execute and deliver the Second 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, Vice Chairperson, and/or Executive Director shall approve, the execution thereof by the Chairperson, Vice Chairperson, and/or Executive Director to constitute conclusive evidence of such approval.

Section 6. 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 Second 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 Second Modification Documents binding

upon the Agency.

Section 7. 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
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

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 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 10th day of February, 2025.


(Assistant) Secretary

(SEAL)

EXHIBIT A
2025 REQUEST
- SEE ATTACHED -



2/4/2025

Re: Vilas Home LLC Sales Tax Exemption Extension

Dear Board Members,

On behalf of the Vilas Home LLC construction project, I am requesting that the sales tax exemption be extended since construction is not complete yet. I would request that the sales tax exemption go through the end of 2025 to give the project sufficient time to be fully complete.

Thank you for your consideration,

A handwritten signature in black ink, appearing to read 'Eli Schwartzberg', with a long, sweeping horizontal line extending to the right.

Eli Schwartzberg
Owner/Operator
Samuel F. Vilas Home

The Vilas Home – 61 Beekman St. Plattsburgh, NY 12901 – Tel. 518-563-4960 – Fax 518-563-5406