

**Minutes of the Meeting of the
County of Clinton Industrial Development Agency
April 17, 2017**

The meeting was called to order by T. Trahan, Chairperson, at 12:07 p.m., at the offices of the County of Clinton Industrial Development Agency, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present: Trent Trahan, Chairperson
 David Hoover, Vice Chairperson
 Michael Zurlo, Secretary
 Kim Murray, Assistant Secretary
 John VanNatten, Member
 Mark Leta, Member

Excused: Keith Defayette, Treasurer and CFO

Others Present: Melissa McManus, Executive Director
 George Cregg, Esq., Agency Counsel
 Jon LaBarre, Invenergy
 Christine Jabaut, TDC Comptroller
 Barbara Shute, Recording Secretary

T. Trahan declared that a *quorum* was present.

T. Trahan waived the reading of the notice of the meeting published in the *Press-Republican* on April 4, 2017.

Invenergy Update

J. LaBarre updated the members on the status of the project. He noted that the company now has 32,000 acres under lease with a plan to install approximately 140 turbines.

- Town of Clinton – 57
- Town of Ellenburg – 26
- Town of Altona – 14
- Town of Mooers - 42

Studies required and the Article 10 application have been completed and the design plans are being finalized. The company anticipates filing the Article 10 application in May. The proposed 3.6 megawatt turbines exceed the town height limit and will require further discussion during the approval process. Draft Host Community Agreements have been submitted to the towns and Invenergy is waiting for their feedback. The company is currently reviewing RFPs to sell power.

The target for completion of the project is 2019.

With no further questions or discussion J. LaBarre left the meeting.

Approval of the Minutes:

T. Trahan waived the reading of the minutes of the March 27, 2017 regular meeting. He asked if there were any questions or discussion regarding the draft minutes and there were none.

On a motion by D. Hoover, seconded by K. Murray, it was unanimously carried to approve the minutes of the March 27, 2017 regular meeting, as presented.

Public Comment: None

Treasurer's Report:

C. Jabaut reviewed the Treasurer's Report for March 2017. There were no questions or concerns from the board.

On a motion by J. VanNatten, seconded by K. Murray, it was unanimously carried to approve the Treasurer's Reports as presented by C. Jabaut.

Committee Reports:

Old Business:

1. Administrative Services Contract with the CCCRC

M. McManus noted that this contract was drafted as a mechanism to move money from the CCCRC to the CCIDA to compensate the CCIDA for administrative and office expenses incurred and to keep the Agency solvent. The contract will be back dated to January 2016 to allow a transfer of funds to cover expenses for providing services in 2016. Staff are recommending a transfer of \$80,000; \$40,000 for 2016 and \$40,000 for 2017. Staff are also recommending quarterly billing in arrears.

In the draft version both agreements call for the signature of the Chairperson of the Agency and the Chairperson of the Corporation. There was some concern noted about the appearance of impropriety with the same person signing both places on both documents. The decision was made to have the Vice Chairperson sign for the CCCRC and the Chairperson sign for the CCIDA.

With no further discussion:

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

Resolution No. 04-17-01

RESOLUTION AUTHORIZING AN ADMINISTRATIVE SERVICES AGREEMENT WITH CLINTON COUNTY CAPITAL RESOURCE CORPORATION.

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, Clinton County Capital Resource Corporation (the "Corporation") was created in December, 2010 by a certificate of incorporation filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Corporation as a public instrumentality of Clinton County, New York (the "County") pursuant to the provisions of (A) Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"), (B) Revenue Ruling 57-187 and Private Letter Ruling 200936012, and (C) a resolution adopted on November 10, 2010 (the "Sponsor Resolution") by the County Legislature of the County, which Sponsor Resolution (1) authorized the incorporation of the Corporation under the Enabling Act and (2) appointed the initial members of the board of directors of the Corporation; and

WHEREAS, the Corporation has requested that the Agency provide administrative support services to the Corporation to further the objectives, goals and purposes of the Corporation; and

WHEREAS, the Agency proposes to undertake the following (collectively, the "Transaction"): to enter into an administrative services agreement (the "Agreement") by and between the Corporation and the Agency, under which the Agency will perform administrative services for the Corporation and the Corporation will, in consideration of such services, pay the Agency the sum of \$80,000 for the initial term of the Agreement (January 1, 2016 through December 31, 2017);

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 Transaction, the Agency hereby determines that the Transaction constitutes a routine administration and management activity that does not include a new program or a major reordering of priorities that may effect the environment, and accordingly constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(20), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under 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 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA") with respect to the Transaction.

Section 2. Based upon an examination of the Transaction, the Agency hereby determines that no "financial assistance" (as defined in the Act) is being requested from the Corporation in connection with the Transaction, and accordingly that the Agency is not required by Section 859-a of the Act to hold a public hearing with respect to the Transaction.

Section 3. In consequence of the foregoing, the Agency hereby determines that the provision of administrative support services by the Agency to the Corporation is consistent with the Agency's mission and purposes and in the best interests of the Agency.

Section 4. Subject to approval of the form and substance of the Agreement and any related documents (collectively, the “Transaction Documents”) by Agency counsel, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Transaction Documents and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same,

all in substantially the forms thereof approved by the Chairperson (or Vice Chairperson) of the Agency and by Agency counsel, 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 Transaction 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 this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Transaction 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
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

New Business: None

Management Team Reports

- Vermont Green Line (VGL) Update

M. McManus informed the Board that a representative from VGL will attend the next Agency meeting and reported on a conversation with company representative, Mike Relyea. Mike Relyea confirmed that the project is moving forward and is currently in the permitting process. VGL stated that they have already secured multiple customers for their power.

- Schluter Systems

Staff received a preliminary application for a new warehouse construction project on the Schluter campus. The company is still working on a final application and staff are anticipating having this application ready for the Agency to review at the May meeting.

Project Monitoring; No updates

Executive Directors Report

There was some discussion at the March meeting regarding solar project tax exemptions. At the request of the members staff provided and reviewed information from other Counties in New York State regarding community distributed solar generation projects.

With no further items to discuss the meeting was adjourned at 1:00 pm.

A handwritten signature in blue ink, appearing to read 'T. Trahan', is written over a horizontal line. The signature is stylized and cursive.

T. Trahan, Chairperson