

**Minutes of the  
County of Clinton  
Industrial Development Agency  
March 20, 2023**

The meeting was called to order by Trent Trahan, Chairperson, at 12:35 p.m. at the County of Clinton Industrial Development agency (CCIDA) office located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

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

MEMBERS ABSENT: Keith Defayette, Treasurer and Chief Financial Officer

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

ALSO PRESENT: Eli Schwartzberg, Vilas Home, LLC  
Ryan McCune, Great Chazy Solar, LLC (Nexamp, LLC)  
Lawrence Bauer, Esq., Norton Rose Fulbright US, LLP  
Matthew Hughey, Esq., Norton Rose Fulbright US, LLP  
Jeffrey McMahan, Esq., Dinse, Knapp & McAndrew, P.C.  
Thomas Melloni, Esq., Paul Frank & Collins  
Douglas Viau, Esq., Treasury Director, UVM Health Network

T. Trahan stated there was a quorum present.

T. Trahan waived the reading of the notice of the meeting published in the Press Republican on December 22, 2022.

**Reading and Consideration of the Draft Minutes of the January 9, 2023 Meeting**

T. Trahan asked if there were any questions regarding the draft minutes of the January 9, 2023 meeting. There were none.

On a motion by D. Hoover, and seconded by J. Trombley, it was unanimously carried to approve the minutes of the January 9, 2023 meeting of the CCIDA.

**Public Comment**

There was no public comment.

**Reports**

**Treasurer’s Report:**

M. Leta reviewed the February 2023 Treasurer’s Report.

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

**Committee Reports**

**Audit Committee**

M. Leta noted the Audit Committee met and reviewed the draft audited financial statements with D. Bushey of Martindale Keysor & Co., PLLC and the Committee is recommending Board approval of same and authorization to post the document to PARIS once all information is received and a final review by D. Bushey is completed.

On a motion by D. Hoover, and seconded by J. Trombley, it was unanimously RESOLVED to approve the draft audited financial statements as presented by D. Bushey and authorize to post same to PARIS once all information is received and a final review by D. Bushey is completed.

**Old Business**

There was no old business to report.

**New Business**

**Great Chazy Solar, LLC Project**

**Public Hearing Minutes**

Minutes from the Great Chazy Solar, LLC Public Hearing, held on February 2, 2023, were reviewed and approved by the Board.

**PILOT Deviation Notice**

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

Resolution No. 03-23-01

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED GREAT CHAZY SOLAR, 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, Great Chazy Solar, LLC, a Delaware State limited liability company (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 35 acre portion of an approximately 56 acre parcel of land located on Mason Road (being a portion of Tax Map No. 49.-2-1.13 and 34.-1-38) in the Town of Champlain, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of an approximate 5MW AC solar photovoltaic electricity generating facility comprised of solar modules, racking, inverters, a transformer, pads, a gravel access road, security fencing, wiring and other required improvements (collectively with the improvements, 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 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 9, 2023 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on January 12, 2023 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on January 12, 2023 on the Agency's website and on a public bulletin board located at the Town of Champlain Town Hall located at 10729 Route 9 in the Town of Champlain, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 17, 2023 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Champlain, Clinton County, New York, (D) conducted the Public Hearing on February 2, 2023 at 10:00 o'clock a.m., local time at the Town of Champlain Town Hall located at 10729 Route 9 in the Town of Champlain, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such

Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on January 9, 2023 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Champlain Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2022 (the “Negative Declaration”), in which the Planning Board determined that the Project is a “Type I action” and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

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

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

WHEREAS, on January 9, 2023, the members of the Agency adopted a resolution (the “Resolution Authorizing the Pilot Deviation Letter”) which authorized the Executive Director to notify the Affected Tax Jurisdictions of the proposed deviation from the Policy in connection with the Project, which proposed deviation is outlined in the letter dated January 12, 2023 (the “Pilot Deviation Letter”), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, by the Pilot Deviation Letter the Executive Director notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency’s Policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

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

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

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

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

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

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

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

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

**- SEE ATTACHED -**



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

January 13, 2023

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

Robb J. Garrand, Superintendent  
 Northeastern Clinton Central School District  
 103 Route 276  
 Champlain, New York 12919

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

Stephen Southwick, Board President  
 Northeastern Clinton Central School District  
 103 Route 276  
 Champlain, New York 12919

Thomas Trombley, Town Supervisor  
 Town of Champlain  
 P.O. Box 3144  
 Champlain, New York 12919

RE: Proposed Deviation from Uniform Tax Exemption Policy by  
 County of Clinton Industrial Development Agency  
 in connection with its Proposed Great Chazy Solar, LLC Project

Dear 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 Great Chazy Solar, 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 35 acre portion of an approximately 56 acre parcel of land located on Mason Road (being a portion of Tax Map No. 49.-2-1.13 and 34.-1-38) in the Town of Champlain, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of an approximate 5MW AC solar photovoltaic electricity generating facility comprised of solar modules, racking, inverters, a transformer, pads, a gravel access road, security fencing, wiring and other required improvements (collectively with the improvements, 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 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.

The Honorable Mark H. Henry, County Legislative Chairperson  
Michael E. Zurlo, County Administrator  
Thomas Trombley, Town Supervisor  
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Stephen Southwick, Board President  
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In connection with the Application, the Company made a request to the Agency to the Agency (the "Pilot Request") that the Agency deviate from its uniform tax exemption policy (the "Policy") with respect to the payment of real property taxes. Capitalized terms not otherwise defined herein are defined in the Policy. Under the Pilot Request, (i) the Agency would enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement"), (ii) the Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility, (iii) the Company will pay \$4,000 per megawatt 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 February 13, 2023 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 \$784.00 per year. The Project is located in the Town of Champlain, Clinton County, 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:** The Project is not expected to have any long-term, full-time employment. The Project is anticipated to have an equivalent of 34 full-time employees during construction with approximately 12 of the 34 employees residing in the North Country Economic Development Region with a salary range of \$40,000-\$60,000.



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**5. The estimated value of new tax exemptions to be provided: Sales Tax Exemption: \$336,160.58; Real Property Tax Exemption: \$0/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 Champlain and the Northeastern Clinton Central School District will see a net increase in tax benefit of \$340,000 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: \$12,028,885.23.**

**9. The effect of the Proposed Pilot Agreement on the environment:** The Project will not have a significant impact on the environment.

**10. Project Timing:** completion anticipated by March, 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 \$7,291.60/year to be replaced by the Proposed Pilot Agreement of \$4,000/MW/year (\$20,000/year given 5MW AC project size).

**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.

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The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

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

Sincerely yours,



Molly Ryan  
Executive Director

## Approving Resolution

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

Resolution No. 03-23-02

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR GREAT CHAZY SOLAR, LLC (THE "COMPANY").

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

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

WHEREAS, Great Chazy Solar, LLC, a Delaware State limited liability company (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 35 acre portion of an approximately 56 acre parcel of land located on Mason Road (being a portion of Tax Map No. 49.-2-1.13 and 34.-1-38) in the Town of Champlain, Clinton County, New York (such portion being hereinafter referred to as the "Land"), (2) the construction on the Land of an approximate 5MW AC solar photovoltaic electricity generating facility comprised of solar modules, racking, inverters, a transformer, pads, a gravel access road, security fencing, wiring and other required improvements (collectively with the improvements, 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 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 9, 2023 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to

Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on January 12, 2023 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on January 12, 2023 on the Agency's website and on a public bulletin board located at the Town of Champlain Town Hall located at 10729 Route 9 in the Town of Champlain, Clinton County, New York, (C) caused notice of the Public Hearing to be published on January 17, 2023 in the Press Republican, a newspaper of general circulation available to the residents of the Town of Champlain, Clinton County, New York, (D) conducted the Public Hearing on February 2, 2023 at 10:00 o'clock a.m., local time at the Town of Champlain Town Hall located at 10729 Route 9 in the Town of Champlain, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on January 9, 2023 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Champlain Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2022 (the "Negative Declaration"), in which the Planning Board determined that the Project is a "Type I action" and that the Project will result in no significant adverse impacts on the environment, and therefore, an environmental impact statement need not be prepared; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on January 9, 2023 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Executive Director of the Agency caused a letter dated January 12, 2023 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on February 13, 2023 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by undertaking the Project in Clinton County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (J) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); (K) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement or Installment Sale Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (L) various certificates relating to the Project (collectively, the "Closing Documents");

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

Section 1. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

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

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Clinton County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$12,028,885.64;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Clinton County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Section 875 GML Recapture Agreement; enter into the Uniform Agency Project Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) enter into the Interim Documents; (H) secure the Loan by entering into the Mortgage; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) to do all things necessary or appropriate for the

accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairperson (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

**EXHIBIT A**

**DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS**

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Clinton County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption is estimated at \$336,160.58.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$12,028,885.23
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Anticipated completion in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will provide a revenue source to the affected tax jurisdictions in the form of PILOT payments.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	(a) compatible development in an underdeveloped area of Clinton County; (b) contributes to achievement of the Agency's goal of increasing alternative energy development in Clinton County; (c) contributes to New York State goal of development of 50% power from alternative sources; and (d) an additional public benefit will be the fees paid to special districts; this represents significant new revenue for these critical public services.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company anticipates hiring 34 construction jobs.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.



13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.

### **Vilas Home, LLC Liability Insurance Coverage**

E. Schwartzberg advised the Board that Vilas Home, LLC is required by their bank to carry liability insurance in the amount of \$3 million dollars. He indicated that the CCIDA is requiring the Project to carry an additional \$2 million dollars in liability insurance coverage, for a total of \$5 million dollars. He indicated that he was unaware of this additional coverage requirement until the Project closing, and the additional insurance would need to be in place to close on the Project. E. Schwartzberg advised that the additional \$2 million insurance coverage will cost an additional \$40,000 annually for the 15-year duration of the PILOT agreement, which will amount to a total additional expenditure of \$600,000. E. Schwartzberg indicated that he was not required by the Essex County IDA to obtain this additional liability insurance coverage for his senior living facility located in Willsboro, New York, and requested the CCIDA consider lifting this requirement for the Vilas Home, LLC Project. E. Schwartzberg asked if there might be a compromise that could be reached, for example an indemnification, which would satisfy the CCIDA concerns and not have such a high cost for the Project to carry. M. Zurlo advised that the Board will have to consult with legal counsel and it was agreed the Board would convene an Executive Session after completing the remainder of the items on the meeting agenda to discuss E. Schwartzberg's request.

### **AES/Noble Projects Update**

M. Ryan advised that the PILOT agreements for the AES Windfarm Projects in Altona, Clinton and Ellenburg have terminated and the properties are now on the tax rolls of the respective towns. M. Ryan indicated that AES has indicated that they were not given adequate notice of the reassessments performed by the Towns. The Towns indicate that AES did not grieve the assessments within the time allowed and they are now required to pay taxes based on the assessed values. M. Ryan advised AES that this issue is out of the CCIDA's purview but she wanted to make the Board aware of the situation as she believes AES will be seeking additional PILOT(s) in the future.

### **Private Activity Bond Allocation – 2023**

M. Ryan advised that the CCIDA's Private Activity Bond Allocation for 2023 is \$3,183,840. C. Canada advised this allocation is based on the most recent official population estimates of the United States Bureau of the Census.

### **Management Team Reports**

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

M. Ryan provided a brief overview of her Executive Director's Report, which included the following items:

TDC: TDC has advised that they will not be pursuing an increase in the sales tax exemption for their Project.

Champlain Hudson Power Express (CHPE) Annual Administrative Fee: C. Canada advised that he has been in contact with CHPE's counsel regarding the \$7,500 annual administrative fee owed the CCIDA. CHPE advised they are aware of this requirement and payment is in-process.

Schluter Systems: C.J. Madonna has indicated that Schluter Systems will be seeking benefits from the CCIDA for two projects. Schluter will be presenting to the Board at the April 2023 CCIDA meeting.

CCIDA Strategic Planning Session Follow-Up: M. Ryan provided the Board with an update on current activities associated with the five areas identified by the Board at the January 2023 Strategic Planning Session as

potential avenues for growth. Boire Benner Group is developing marketing materials for the CCIDA. V. Duley, Executive Director of the Adirondack Economic Development Corporation (AEDC), will provide the Board a presentation regarding a potential small business loan program administered by the AEDC at the May 2023 CCIDA meeting. C. Canada will look into whether or not the CCIDA is allowed to fund feasibility studies. M. Ryan also provided the Board a list of possible collaboration opportunities between the CCIDA and the North Country Chamber of Commerce.

On a motion by M. Leta, and seconded by J. Trombley, it was unanimously carried to convene into Executive Session at 1:10 p.m. to discuss E. Schwartzberg's request regarding liability insurance requirements.

On a motion by D. Hoover, and seconded by J. VanNatten, it was unanimously carried to reconvene the regular session of the CCIDA Board Meeting at 1:30 p.m.

M. Ryan advised E. Schwartzberg that the Board had a thorough discussion regarding the additional liability insurance requirement and she will be contacting him to discuss.

There being no further business to discuss, on a motion by J. VanNatten, and seconded by M. Zurlo, the meeting adjourned at 1:32 p.m.



Trent Trahan, Chairperson