

**Minutes of the Meeting of the
County of Clinton Industrial Development Agency
December 14, 2015**

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
 Keith Defayette, Treasurer and CFO
 Michael Zurlo, Secretary
 Kim Murray, Assistant Secretary
 Mark Leta, Member

Excused: John VanNatten, Member

Others Present: Roseanne Murphy, Executive Director
 George Cregg, Esq., Agency Counsel
 Barbara Shute, Recording Secretary
 Dan Mannix, Beekmantown Central School
 Joe Rossignoli, Vermont Green Line/National Grid
 Mike Relyea, Amanus Consulting Group, Vermont Green
 Line
 Kevin McAuliffe, Barclay Damon, LLP, Vermont Green
 Line
 Theresa Skaine, Amanus Consulting Group, Vermont
 Green Line

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 December 8, 2014.

T. Trahan welcomed the guests to the meeting

Vermont Green Line Presentation: (See Attached)

The Proposed Project: consists of the following: the Vermont Green Line Project is a 60-mile long HVDC electricity line to transmit New York wind power and hydro into the New England market. Total investment is in the \$178MM to \$189MM range.

The Project will build a

- \$122-130m converter station in Beekmantown near the existing New York Power Authority's Plattsburgh 115kV substation, about 150-ft by 250-ft on a site of approximately five acres, 50-ft tall, located off the Jersey Swamp Road.
- install about six miles of transmission cable in conduits buried in mostly public roads;

- install about three miles of cable in Lake Champlain until it passes into Vermont waters to be buried about 4-5 feet below the Lake bottom using a 'jet plow' to minimize disruption.

If successful, this project will be required to file an Article VII application (environmental review) with NY Public Service Commission, anticipated filing date is March 2016.

Tax Exempt Financing Requested:

Straight Lease Transaction:	Required
Sales Tax Exemption:	\$9,850,000
Mortgage Tax Abatement:	\$2,000,000
Real Property Tax Abatement/PILOT Deviation:	\$53,000,000

Based on the UTEP scoring worksheet this project qualifies as a category 2 project. However the applicant is requesting A PILOT that falls between our category 2 and category 3.

The company is preparing to submit a proposal in response to an RFP that is due on January 28, 2016 and the requested IDA benefits will allow the company to submit a very competitive proposal. Given the time constraints of the RFP the company is requesting the Agency to act on an expedited schedule to determine eligibility of benefits.

M. Relyea noted that at this time there is a problem with "stranded" megawatts of power and this project would create the transmission lines to move that power out of the area. It was also noted that any new wind generation projects would need the additional transmission lines to make the projects financially viable.

There was some discussion concerning the fact that the power will only be flowing in one direction from New York into Vermont. If there was an emergency need for power such as in the ice storm would New York be able to draw from the line. J. Rossignoli noted that the one-way flow is only an agreement "on paper", the proposed system will have the capability to flow in either direction.

At this point, all of the guests left the meeting with the exception of D. Mannix.

Reading and Consideration of the Draft Minutes of the CCIDA meeting of November 9, 2015:

T. Trahan waived the reading of the minutes of the November 9, 2015 regular meeting. He asked if there were any questions or discussion regarding the draft minutes, there were none. On a motion by K. Defayette and seconded by M. Leta, it was unanimously carried to approve the minutes of the November 9, 2015 regular meeting, as presented.

Public Comment: None

Bills and Communications:

R. Murphy noted that each of the items that are listed under bills and communications on the agenda will be discussed in detail later in the meeting.

Treasurer's Report

CCIDA:

The account balance at 11/30/15 was \$166,705.63

No Income reported for November:

Balance Sheet:

There is \$0 remaining in the CIDA, LLC's bank account.

Income Statement:

The income statement shows the expenses that were approved during the month of November.

The "net income or loss" for each month will be for expenses for administering the CCIDA.

Expenses paid in November:

TDC- Admin fee	\$7,074.75
Clinton County Treasurer (Pilot billing agreement)	\$4,000.00
Jennetix (website posting)	\$ 127.50
 Total Expenses	 \$11,202.25

On a motion by D. Hoover and seconded by K. Murray, it was unanimously carried to approve the treasurer's report as presented by K. Defayette.

Reports of the Committees:

M. Zurlo noted that the Governance Committee met to discuss the Corrective Action Plan (CAP) that was put in place based on the findings of the IDA Audit. The committee reviewed the implementation of the plan and are recommending the Board adopt the plan.

On a motion by K. Murray and seconded by D. Hoover, it was unanimously carried to adopt the corrective action plan as presented.

Project Monitoring:

R. Murphy noted that she has reorganized the project monitoring report and included all items recommended by the comptroller's audit. This report will continue to be presented to the board on a monthly basis.

R. Murphy stated that she still has five companies left to contact for an annual visit.

There is currently one issue and that is with the NYSEG project. They have not been responding to the annual audit letters. R. Murphy has been working with M. Leta to seek alternative contacts to help resolve this matter.

Project Status: No further updates at this time

Old Business: None

New Business:

1. TDC-IDA Contract:

R. Murphy noted that TDC has proposed two changes to the current contract. The first is to make the contract an annual contract without the automatic renewal option. The second change is that the Agency would take on the role of filling the Executive Director position if it should become vacant.

There was some concern noted that the annual contract did not specify the amount of time TDC would need to give the IDA if they choose not to renew the contract.

After some discussion the decision was made to approve the amendments to the contract contingent upon TDC adding a specific time frame for providing notice of non-renewal.

2. StartUp NY Subsidiary:

R. Murphy noted that the Agency is working with SUNY Plattsburgh to establish a subsidiary to the CCIDA that would allow the StartUp NY program to extend benefits to other areas beyond the college campus.

G. Cregg reviewed the IDA's potential involvement in the program and explained that by creating the subsidiary it would limit the potential liability to the Agency.

SUNY Plattsburgh will need approximately 45 days to amend their plan so the Agency has been asked to take action as soon as possible in order to accommodate any immediate needs such as NorthStar LLC, or Laurentian.

3. NorthStar request to extend job creation goal by one year:

R. Murphy stated that NorthStar is very close to their goal of creating 25 jobs, however they will not be able to achieve this by the end of the year. The company is requesting a one year extension and Empire State Development has agreed to the extension.

4. Vermont Green Line requesting a Straight Lease, PILOT Deviation and Tax Abatements/Exemptions

G. Cregg stated that as discussed the Agency is being asked to expedite the decisions that need to be made regarding benefits so that the company is prepared to respond to an RFP that is due at the end of January 2016.

There are three resolutions that will be considered to include, authorization for a public hearing, preliminary SEQR determination and a PILOT deviation.

There was some concern regarding the amount of sales tax exemption the project was requesting. G. Cregg stated that the Agency would have to request a deviation and signify an exemption up to a specific amount. The CCIDA would also control whether the project would receive a mortgage tax abatement.

There was concern noted regarding the expedited time line. The members do not want to make a bad decision based on the need to make a quick decision. George Cregg noted that the IDA was able to adjust the period for noticing the taxing jurisdictions, for a legitimate reason. It was the consensus of all IDA members present, that given the deadlines faced by Vermont Green Line in the RFP process, the IDA notices to taxing jurisdictions would be less than our standard 30-day notice.

The request was made to advocate for a bi-way supply to be written into the contract which would be beneficial to the North Country, as long as it does not delay the project being considered for approval.

R. Murphy noted that this project has a low cost benefit ratio, based on the cost benefit analysis (CBA). There will be a significant number of construction jobs, however, in the end there will be very few permanent jobs; there will be significant investment and PILOT payments; but also there will be significant abatements or exemptions for real property taxes, sales tax and mortgage recording taxes.

The benefits of the project include the fact that the company will be making a significant investment in the project which will bring construction into Clinton County and the project will open up potential new markets in the wind energy sector.

5. IDA Reform Legislation

R. Murphy stated that this legislation is currently on the Governor's desk to be signed.

The new legislation will require a standardization of forms and much of what the Agency has already done, focus will need to be on standardizing decision making, such as applications and project assessment criteria, etc. Once the legislation is signed the Agency would have 180 days to implement the changes as specified,

Action Items:

1. Authorize Acceptance of TDC-IDA Contract

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

Resolution No. 12-15-01

RESOLUTION AUTHORIZING ADMINISTRATIVE SERVICES AGREEMENT BETWEEN THE AGENCY AND THE DEVELOPMENT CORPORATION CLINTON COUNTY, NEW YORK ("TDC").

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

WHEREAS, The Development Corporation Clinton County, New York ("TDC"), a New York not-for-profit corporation, presently provides provide administrative and project support services to the Agency (and to the Agency's affiliates, Clinton County Capital Resource Corporation and Clinton Industrial Development Acquisition, LLC) pursuant to an administrative services agreement dated as of January 1, 2009 (the "Agreement") by and between the Agency and TDC, which Agreement, among other things, provides that (A) TDC will perform administrative and project-related services for the Agency (and the Agency's affiliates, Clinton County Capital Resource Corporation and Clinton Industrial Development Acquisition, LLC) and the Agency will, in consideration of such services, pay TDC compensation in the form of (1) an annual fixed fee approximating \$80,000 in calendar year 2012 (adjusted up or down 2% in the other years of the term) plus (2) an additional fee in the amount of 10% of the project fees actually collected by the Agency (and the Agency's affiliates, Clinton County Capital Resource Corporation and Clinton Industrial Development Acquisition, LLC) during the term of the

Agreement; (B) TDC will be entitled to additional compensation for extraordinary or unusual projects (such as Pfizer); (C) the term of the Agreement will be extended for 2-year renewal terms, subject to the right of either party to decline to renew on 4 months' notice; (D) the Agency will be responsible for the payment of the Agency's third party costs (such as legal and accounting fees of the Agency); and

WHEREAS, TDC has requested that the Agency enter into the following transaction (the "Transaction"): enter into a proposed amendment to the Agreement (the "Amendment"), which Amendment would (A) extend the expiration date of the term of the Agreement to December 31, 2016, (B) amend Section 2(C) of the Agreement (entitled "Lead Contact") in its entirety in the manner provided in the Amendment, and (C) eliminate Section 3(C) of the Agreement (entitled "Non-Renewal");

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 affect 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. In consequence of the foregoing, the Agency hereby determines that the execution of the Amendment is consistent with obtaining administrative support services for the Agency from TDC and is in the best interests of the Agency at the present time.

Section 3. Subject to approval of the form and substance of the Amendment and any related documents (collectively, the "Transaction Documents") by Agency counsel, the Chairman (or Vice Chairman) 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 Chairman (or Vice Chairman) of the Agency and by Agency counsel, the execution thereof by the Chairman (or Vice Chairman) 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 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 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	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

2. Authorization to Create a Subsidiary for StartUp NY Purposes

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

Resolution No. 12-15-02

RESOLUTION AUTHORIZING CREATION OF AN ENTITY TO FACILITATE
THE DELIVERY OF CERTAIN INCENTIVES.

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, (A) the staff of the Agency has had discussions with representatives of the State University of New York at Plattsburgh ("SUNY Plattsburgh") respecting the possibility of extending incentives (the "Incentives") under the Start-Up New York program (the "Program") to a portion (the "Premises") of a project located in the Town of Chazy (the "Project") that the Agency undertook for the benefit of Northstar 41 LLC (the Project Beneficiary"), (B) the staff of SUNY Plattsburgh has indicated to the Agency that, in order to the incentives to the Premises, the Agency or another not-for-profit entity must enter into an affiliation agreement with The State University of New York ("SUNY"), acting on behalf of SUNY Plattsburgh, and (C) staff of SUNY Plattsburgh has furnished to the Agency a draft agreement entitled "Start-Up NY Affiliation Agreement" (the "Affiliation Agreement"), (D) counsel to the Agency has examined the draft Affiliation Agreement and has advised the Agency that execution of said Affiliation Agreement in its present form might would expose the Agency to potential risks,

and (E) counsel to the Agency has indicated that said potential risks could be avoided if the Agency created a subsidiary for the purpose of entering into the Affiliation Agreement; and

WHEREAS, in order to protect the Agency from potential liability with respect to the Affiliation Agreement and any other similar agreements, the Agency desires to authorize creation by the Agency of a local development corporation, limited liability company or a similar entity for the purpose of facilitating the acquisition of incentives, grants and similar assistance from other entities with respect to projects undertaken or proposed to be undertaken by the Agency (the "Incentive Entity");

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

Section 1. In order to protect the Agency from potential liability with respect to the Affiliation Agreement and any further incentives, grants and similar assistance from other entities with respect to projects undertaken or proposed to be undertaken by the Agency, the Agency hereby authorizes the creation by the Agency of the Incentive Entity.

Section 2. The Chairman, Vice Chairman and/or Executive Director of the Agency, with the assistance of Agency Counsel, is hereby authorized to either create the Incentive Entity or to authorize Agency Counsel to create the Incentive Entity.

Section 3. 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	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

3. Authorize one year extension to Northstar Agreement to meet job creation goals

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

Resolution No. 12-15-03

RESOLUTION AUTHORIZING THE EXECUTION BY CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, LLC (THE "COMPANY") OF AN AMENDMENT TO THE PURCHASE AND SALE AGREEMENT IN CONNECTION WITH THE FORMER WYETH/PFIZER CHAZY FACILITY.

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 commercial, manufacturing 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, on March 12, 2012, the Agency adopted a resolution approving the formation of Clinton Industrial Development Acquisition, LLC (the "Company"), which Company was formed on March 19, 2012, in connection with the following transaction (the "Transaction"): acceptance of a gift of title to the former Wyeth/Pfizer Chazy facility (constituting approximately 55 acres of land with existing buildings thereon containing approximately 300,000 square feet of space) (hereinafter, the "Project Facility"); and

WHEREAS, on April 15, 2013, the Company and Northstar Private Capital LLC (the "Purchaser") entered into a purchase and sale agreement in connection with the Transaction (the "Purchase and Sale Agreement"); and

WHEREAS, (A) by resolution adopted by the Agency on July 13, 2015, the Agency agreed to authorized an amendment to the Purchase and Sale Agreement which extended the term of the job creation requirement pursuant to Section 17(h) of the Purchase and Sale Agreement (the "Job Creation Requirement") by six months, and (B) by letter dated November 25, 2015 (the "Request"), the Purchaser has requested an additional one year extension of the Job Creation Requirement; 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 Amendment; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Amendment in order to make a determination as to whether the Amendment is subject to SEQRA, and it appears that the Amendment 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 Amendment, the Agency hereby makes the following determinations:

(A) The Amendment constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Amendment.

(B) That since compliance by the Agency with the Amendment will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act), Section 859-a of the Act does not require a public hearing to be held with respect to the Amendment.

Section 2. In consequence of the foregoing, the Agency, as the sole member of the Company, and on behalf of the Company, hereby: (A) consents to the Amendment and (B) authorizes the Agency, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver the Amendment, subject to (a) **receipt by the Agency from Empire State Development Corporation (“ESDC”) of notice that ESDC has no objection to the Amendment**, (b) approval by counsel to the Agency of the form of the Amendment, (c) receipt by the Agency of its administrative fee relating to the Amendment, if any, and all fees and expenses incurred by the Agency with respect to the Amendment, including the fees and expenses incurred by Agency counsel with respect thereto and (d) the following additional conditions: None.

Section 3. Subject to (A) satisfaction of the conditions contained in Section 2 hereof and (B) the execution and delivery of the Amendment by the other parties thereto, each of the Chairman (or Vice Chairman) or Interim Executive Director of the Agency is hereby authorized, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver on behalf of the Company the Amendment and any related documents contemplated thereby and approved by counsel to the Agency (the “Company 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, said Company Documents to be in substantially the forms approved by Counsel to the Agency, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) or Interim Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or Interim Executive Director 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 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.

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	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

4. Vermont Green Line – Authorize Public Hearing

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

Resolution No. 12-15-04

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF VERMONT GREEN LINE DEVCO, LLC.

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

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

WHEREAS, Vermont Green Line Devco, LLC, a Delaware limited liability company (the “Company”), has 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 an interest in an approximately 5 acre portion of an approximately 262 acre parcel of land located at 82 Jersey Swamp Road (Tax

Map # 179.-4-1.1) in the Town of Beekmantown, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 37,500 square foot converter station (the "Facility"), (3) the installation of approximately nine miles of transmission cable through various public roads and waterways located in the Town of Beekmantown, Clinton County, New York (collectively, the "Cable") and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility, the Cable and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an high-voltage-direct-current electricity line to transmit wind and hydro power 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

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

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

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

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

Section 4. This Resolution shall take effect immediately.

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

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	ABSTAIN
John VanNatten	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

5. Vermont Green Line – Preliminary SEQR

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

Resolution No. 12-15-05

RESOLUTION DIRECTING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO TAKE CERTAIN ACTIONS UNDER ARTICLE 8 OF THE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF VERMONT GREEN LINE DEVCO, LLC.

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

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

WHEREAS, Vermont Green Line Devco, LLC, a Delaware limited liability company (the “Company”), has 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 an interest in an approximately 5 acre portion of an approximately 262 acre parcel of land located at 82 Jersey Swamp Road (Tax

Map # 179.-4-1.1) in the Town of Beekmantown, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 37,500 square foot converter station (the "Facility"), (3) the installation of approximately nine miles of transmission cable through various public roads and waterways located in the Town of Beekmantown, Clinton County, New York (collectively, the "Cable") and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility, the Cable and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an high-voltage-direct-current electricity line to transmit wind and hydro power 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to 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 undertake the Project; and

WHEREAS, Section 617.6(b) of the Regulations provides that (A) for all "Type I actions", a lead agency must be established, and (B) for any "unlisted action" which involves more than one "involved agency", a lead agency must be established if the Agency determines that there will be a coordinated review of such "unlisted action" (as such quoted terms are defined in the Regulations); and

WHEREAS, pursuant to the Regulations, the Agency has examined the Application in order to make an initial determination as to the potential environmental significance of the Project and the number of agencies that may be involved with respect to the Project; and

WHEREAS, based upon a review of the Application, the Agency wishes to investigate the advisability of undertaking a coordinated review with respect to the Project; and

WHEREAS, 6NYCRR Section 617.6 requires that the Agency review a completed environmental assessment form (an "EAF") prior to making a determination as to the potential environmental significance of the Project; and

WHEREAS, the Agency has been informed that the Agency will be receiving an EAF from the Company with respect to the Project;

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

Section 1. The Agency has reviewed the Application and, based upon the representations made by the Company to the Agency in the Application and at this meeting, the Agency wishes to investigate the advisability of undertaking a coordinated review with respect to the Project.

Section 2. For purposes of investigating the advisability of undertaking a coordinated review with respect to the Project and determining whether the Project may have a

“significant effect on the environment” (as such quoted terms are defined under SEQRA), the Executive Director of the Agency is hereby authorized and directed to take the following actions:

- (A) To obtain an EAF with respect to the Project from the Company;
- (B) To review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Project;
- (C) To contact all other “involved agencies” with respect to the Project for the purpose of ascertaining whether they are interested in undertaking a coordinated review with respect to the Project (as such quoted term is defined under SEQRA);
- (D) In the event that (1) all other “involved agencies” indicate that they are interested in undertaking a coordinated review of the Project, (2) one of the other “involved agencies” indicates that it desires to be designated as “lead agency” with respect to the Project and (3) the other “involved agencies” are amenable to designating such involved agency as “lead agency”, to take all necessary steps to indicate the concurrence of the Agency that such “involved agency” be designated as “lead agency” (as such quoted terms are defined under SEQRA);
- (E) In the event that all other “involved agencies” indicated that they are interested in undertaking a coordinated review of the Project and none of the other “involved agencies” indicates that it desires to be designated as the “lead agency” with respect to the Project, to take all necessary steps to arrange for the Agency to be designated as “lead agency” with respect to the Project (as such quoted terms are defined under SEQRA); and
- (F) Upon completion of the foregoing steps, to report to the Agency at its next meeting on the status of the environmental review process with respect to the Project.

Section 3. 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	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	ABSTAIN
John VanNatten	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

6. Vermont Green Line – PILOT Deviation

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

Resolution No. 12-15-06

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO SEND A LETTER TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED VERMONT GREEN LINE DEVCO, 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, Vermont Green Line Devco, LLC, a Delaware limited liability company (the "Company"), has 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 an interest in an approximately 5 acre portion of an approximately 262 acre parcel of land located at 82 Jersey Swamp Road (Tax Map # 179.-4-1.1) in the Town of Beekmantown, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 37,500 square foot converter station (the "Facility"), (3) the installation of approximately nine miles of transmission cable through various public roads and waterways located in the Town of Beekmantown, Clinton County, New York (collectively, the "Cable") and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility, the Cable and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an high-voltage-direct-current electricity line to transmit wind and hydro power 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 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, in connection with the Application, the Company has made a request to the Agency (the "Pilot Request") to deviate from the its uniform tax exemption policy (the "Policy") with respect to the payments to be made under a payment in lieu of tax agreement by and between the Agency and the Company (the "Proposed Pilot Agreement"); and

WHEREAS, pursuant to the Pilot Request, the Proposed Pilot Agreement would be for a term of 16 years with the Company generally paying 25% 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 Proposed Pilot Agreement with a five percent per year increase over the term of the Proposed Pilot Agreement as more particularly described in the proposed pilot table attached hereto as Exhibit A; and

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

WHEREAS, pursuant to Section 874(4) of the Act and the Agency's Policy, 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") no fewer than thirty (30) days prior written notice of the proposed deviation from the Agency's Policy and the reasons therefor; and

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

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

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

Section 2. This Resolution shall take effect immediately.

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

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	ABSTAIN
John VanNatten	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

Executive Director's Report

R. Murphy noted that the 6th Public Hearing for Laurentian will be held on December 29, 2015 at 10:00am. After some discussion the decision was made to have R. Murphy confirm with A. Edwards whether he still wants to proceed with the public hearing.

With no other items to discuss the meeting was adjourned at 2:21 pm.



David Hoover, Vice Chairperson