

MINUTES OF THE
COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY
MONDAY, JUNE 10, 2019

The meeting was called to order by Trent Trahan, Chairperson, at 12:08 p.m., at the offices of the County of Clinton Industrial Development Agency, 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

MEMBERS PRESENT: Trent Trahan, Chairperson
 David Hoover, Vice Chairperson
 Keith Defayette, Treasurer and Chief Financial Officer
 Michael Zurlo, Secretary
 Kim Murray, Assistant Secretary
 John VanNatten, Member
 Mark Leta, Member

STAFF PRESENT: Renee McFarlin, Executive Director
 George Cregg, Esq., Agency Counsel
 Christopher Canada, Esq., Agency Counsel
 Toni Moffat, Executive Assistant

ALSO PRESENT: Bhavik Jariwala, Trustworthy, LLC, Vice President
 Jack Kelley, Prime Companies, Director of Economic Development
 Eli Schwartzberg, The Vilas Home

T. Trahan stated that there was a *quorum* present.

T. Trahan waived the reading of the notice of the meeting published in the *Press Republican* on December 22, 2018.

Approval of the Minutes of the May 13, 2019 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the May 13, 2019 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by D. Hoover, and seconded by J. VanNatten, it was unanimously carried to approve the minutes of the May 13, 2019 meeting of the CCIDA.

Public Comment

There was no public comment.

Presentation

Trustworthy, LLC

Bhavik Jariwala, Vice President of Trustworthy, LLC provided a brief overview of his family's history in the hospitality industry and the renovation of the Days Inn on Route 3 near I-87 to a Holiday Inn Express. He stated the renovation would be a 1,500 - 2,000 square foot addition with a new vestibule and carport, along with a complete interior renovation. This would be a phased project with two-thirds of the hotel remaining open while one-third is being renovated. Trustworthy, LLC is seeking sales and mortgage

recording tax exemptions, as well as a PILOT on the expansion only.

Jack Kelley, the Economic Development Consultant for Trustworthy, LLC, provided an overview of how they scored their Project application.

Treasurer’s Report

K. Defayette reviewed the Treasurer’s Report. There were no questions or concerns.

On a motion by K. Murray, seconded by M. Zurlo, it was unanimously RESOLVED to approve the Treasurer’s Report as presented by K. Defayette.

Old Business

Vilas Home, LLC Project

Renee McFarlin reported Eli Schwartzberg, of the Vilas Home, provided her with an update on where the project is with the City Planning Board, the status of the acquisition of the project and the expansion project slated for Spring 2020 (which is a separate project and application.) She stated Mr. Schwartzberg is requesting a PILOT and sales and mortgage recording tax exemptions. R. McFarlin further stated that the property tax payment history of the Vilas Home is inconsistent, and without this acquisition, the community may lose the facility, which provides both a much needed service and jobs in the community.

Mr. Schwartzberg provided a brief synopsis of how he scored the Project in the application.

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

Resolution No. 06-19-01

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 VILAS HOME, 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, in February, 2019, Vilas Home, LLC, a State of New York 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 an interest in an approximately 3.40 acre parcel of land located at 61 Beekman Street (Tax Map No. 207.18-6-38) in the Town of Plattsburgh, Clinton County, New York (the "Land"), together with an approximately 22,400 square foot building located thereon (the "Facility"), (2) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an adult home facility and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real 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 Chairperson, Vice Chairperson 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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>ABSTAIN</u>

The foregoing Resolution was thereupon declared duly adopted.

Update on Prime Plattsburgh, LLC

R. McFarlin reported the building design is still evolving but the current plan accounts for one building, 115 units and 10,000 square feet of commercial space. She noted it appears this plan will go forward, pending SEQRA determination and further site review. R. McFarlin anticipates the CCIDA will receive an updated application as well as a presentation at the July meeting.

Update on Former Airport Grant

R. McFarlin reported the infrastructure at the former Clinton County Airport will require assistance. Monaghan Medical will begin construction pending permit issuance. The Norsk Titanium building is going to be their manufacturing facility and they anticipate receiving a Certificate of Occupancy by the end of the year. The Development Corporation (TDC) is also considering developing the lot they currently own adjacent to the property, pending infrastructure grant awards, as well as three lots they are contracted to purchase from the County.

Bookkeeping Services

R. McFarlin stated she is reconsidering the bookkeeping services and will report back to the Board.

The Faculty-Student Association of Clinton Community College, Inc. Project

R. McFarlin reported as previously discussed, MHAB purchased the Faculty-Student Association Clinton Community College dorms for the program residents. While MHAB was considering the possibility of assuming the existing bonds, that is not the case, and the sale has terminated the bonds.

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

Resolution No. 06-19-02

RESOLUTION AUTHORIZING COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE CERTAIN DOCUMENTS IN CONNECTION WITH THE TERMINATION OF THE FACULTY-STUDENT ASSOCIATION OF CLINTON COMMUNITY COLLEGE, INC. 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 civic 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 issue its industrial development revenue bonds to finance the cost of acquisition, construction and installation of one or more "projects" (as defined in the Act), to acquire, construct and install said projects or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on June 28, 2002, the Agency issued its Civic Facility Revenue Civic Facility Revenue Bond (The Faculty-Student Association of Clinton Community College, Inc. Project), Series 2002A in the principal amount of not to exceed \$2,800,000 (the "Bond") to assist in the financing of the cost of a project (the "Project") for the benefit of The Faculty-Student Association of Clinton Community College, Inc. (the "Company") consisting of the following: (A) (1) the acquisition of an approximately 8 acre parcel of land located on Idaho Street in the Town of Plattsburgh, Clinton County, New York (the "Land"), together with four (4) existing buildings containing in the aggregate approximately 88,581 square feet of space located thereon (collectively, the "Facility"), (2) the renovation of the Facility and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute student residential facilities and related facilities to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the financing of all or a portion of the costs of the foregoing by the issuance of the Bonds; (C) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (collectively with the Obligations, the "Financial Assistance"); and (D) the sale of the Project Facility to Company pursuant to an installment sale agreement dated as of June 1, 2002 (the "Installment Sale Agreement") by and between the Agency and the Company; and

WHEREAS, the Bond was issued pursuant to a resolution adopted by the members of the Agency on June 10, 2002 (the "Bond Resolution") and various other documents (collectively, the "Financing Documents"), including a bond purchase and building loan agreement dated as of June 1, 2002 (the "Bond Purchase Agreement") by and among the Agency, the Company and Champlain National Bank, as original purchaser of the Bond (the "Holder"); the Installment Sale Agreement; a mortgage dated as of June 1, 2002 (the "Mortgage") from the Agency and the Company to the Holder; an assignment of leases and rents dated as of June 1, 2002 (the "Assignment of Rents") from the Agency and the Company to the Holder; a pledge and assignment dated as of June 1, 2002 (the "Pledge and Assignment") from the Agency to the Holder with acknowledgment thereof by the Company; and a guaranty dated as of June 1, 2002 (the "Guaranty") from the Company to the Holder; and

WHEREAS, pursuant to a letter dated ____, 2019, the Company has advised the Agency that the Company desires to pay the Indebtedness (as such term is defined in the Bond Purchase Agreement) and terminate and discharge all necessary Financing Documents to effectuate this termination (collectively, the "Termination Documents"); 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 on the above described termination (the "Termination"); and

WHEREAS, pursuant to SEQRA, the Agency has examined the Termination Documents in order to make a determination as to whether the Termination is subject to SEQRA, and it appears that the Termination 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 Termination Documents, the Agency hereby determines that the Termination constitutes a "Type II action" pursuant to 6 NYCRR 617.5(23), and therefore that, pursuant to 6 NYCRR 617.6(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Termination.

Section 2. Subject to approval of the form of the Termination Documents by Agency and Bond Counsel, the Agency hereby authorizes the execution by the Agency of the Termination Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman or Vice Chairman of the Agency is hereby authorized to execute and deliver the Termination Documents to the Company, and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman or Vice Chairman shall approve, 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 Termination 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 Termination 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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>ABSTAIN</u>
John VanNatten	VOTING	<u>ABSTAIN</u>

The foregoing Resolution was thereupon declared duly adopted.

Update on Waterfront Redevelopment Grant

R. McFarlin stated she attended a project meeting on the Waterfront Redevelopment Grant where Department of State representative Barbara Kendell confirmed that the funds can be utilized to compile a resource guide that will be useful to applicants seeking assistance.

Amend Bylaws

R. McFarlin reported the CCIDA Bylaws needed an address correction from 190 Banker Road, Suite 500, Plattsburgh, New York to 137 Margaret Street, Suite 208, Plattsburgh, New York.

On a motion from M. Zurlo, and seconded by K. Murray, it was unanimously approved to amend the CCIDA Bylaws to reflect the current address.

Other Business as Required

New Business

Trustworthy, LLC

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

Resolution No. 06-19-03

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 TRUSTWORTHY 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, in June, 2019, Trustworthy LLC, a State of New York 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 an interest in an approximately 3.8 acre parcel of land located at 8 Everleth Drive in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the conversion of the existing Days Inn & Suites hotel located on the Land (the "Existing Facility") to a Holiday Inn Express hotel, including

(a) the renovation of, and interior and exterior improvements to, the Existing Facility and (b) the construction of a lobby addition and covered drop-off area to the Existing Facility (collectively, the "Improvements") (the Improvements and the Existing Facility hereinafter collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related furniture, fixtures and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a hotel 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 Chairperson, Vice Chairperson 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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>ABSTAIN</u>

The foregoing Resolution was thereupon declared duly adopted.

Norsk Titanium

R. McFarlin reported Norsk Titanium is currently renting a building from TDC and they are building a new building at the former Clinton County Airport. She stated once the new building is completed, the manufacturing component will move to the new building and the old building will become a research and development site. R. McFarlin noted she will reach out to Empire State Development for additional information.

Business Expo – Report and Preliminary Employer Housing Survey Results

R. McFarlin stated she attended the Business Expo and several businesses were able to complete the workforce housing survey. This survey is part of the Jay Task Force based out of Ausable Forks. She noted a few of the business stated their Human Resource Departments would fill out the survey. In addition, she reported local media has advised that when the Regional Office of Sustainable Tourism (ROOST) releases a press release on this subject, they will publish an article to help advertise the survey.

Other Business as Required

Management Team Reports

Project Monitoring

There was no project monitoring.

Project Status Updates

There were no project status updates.

M. Zurlo motioned to enter executive session at 1:23 p.m., seconded by D. Hoover.

T. Trahan motioned to exit executive session at 1:35 p.m., seconded by M. Zurlo.

With no further business to discuss, the meeting was adjourned at 1:35 p.m.



Trent Trahan, Chairperson