

**RESOLUTION APPOINTING COUNTY ADMINISTRATOR
AS PILOT MORTGAGE AGENT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York on May 13, 2019 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer
John VanNatten	Member

ABSENT:

Mark Leta	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Renee McFarlin	Executive Director
Toni Moffat	Executive Assistant
Christopher C. Canada, Esq.	Agency Counsel

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

Resolution No. 05-19-01

**RESOLUTION APPOINTING COUNTY ADMINISTRATOR OF CLINTON COUNTY, NEW
YORK AS PILOT MORTGAGE AGENT.**

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 connection with certain of such projects, each project applicant (each, a “Company”) and the Agency have entered into a certain payment in lieu of tax agreement (each, a “PILOT Agreement”), pursuant to which a Company agrees to pay certain payments in lieu of real property taxes to the underlying taxing entities (collectively, the “Taxing Entities”); and

WHEREAS, in connection with certain of these projects, the Agency has required each Company to enter into a certain payment in lieu of tax mortgage (each, a “PILOT Mortgage”), pursuant to which the Company and the Agency agree to grant to a third party mortgagee (the “PILOT Mortgage Agent”) a mortgage lien on the Project Facility (as defined in the PILOT Agreement) as security for, among other things, the obligation of the Company to make all payments and all other obligations of the Company for the benefit of the Agency and the Taxing Entities under the PILOT Agreement; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on August 6, 2018, the Agency revoked the appointment of The Development Corporation Clinton County, New York (f/k/a Clinton County Area Development Corp.) (the “CDC”) as PILOT Mortgage Agent, with such revocation to become effective upon the appointment of a new Pilot Mortgage Agent and the acceptance of the duties thereunder by such new Pilot Mortgage Agent; and

WHEREAS, the Agency has been informed by Clinton County, New York (the “County”) that, upon formal approval by the Clinton County Legislature (the “County Legislature”), the County Administrator of Clinton County, New York (the “County Administrator”) will be authorized to act in the role of PILOT Mortgage Agent with respect to any PILOT Mortgage currently in effect including, but not limited to, the PILOT mortgage dated as of December 29, 1992 from Saranac Power Partners, L.P. and the Agency to CDC, as PILOT Mortgage Agent (the “Saranac Power Partners PILOT Mortgage), and any PILOT Mortgage subsequently entered into by the Agency in connection with any “project” (as defined in the Act), with it being understood between the Agency and the County that any subsequently appointed County Administrator would continue to act in the role of PILOT Mortgage Agent with respect to such PILOT Mortgages; and

WHEREAS, the Agency now desires to appoint the County Administrator as PILOT Mortgage Agent to act in such role (the “Appointment”); 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 Appointment; and

WHEREAS, it appears that the Appointment 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. The Agency hereby determines that the Appointment constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(20), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Appointment.

Section 2. The Agency hereby appoints the County Administrator as PILOT Mortgage Agent with respect to any PILOT Mortgage now in effect, including, but not limited, the Saranac Power Partners PILOT Mortgage and any PILOT Mortgage subsequently entered into by the Agency in connection with any “project” (as defined in the Act), with it being understood that any subsequently appointed County Administrator would continue to act in the role of PILOT Mortgage Agent with respect to such PILOT Mortgages. An agreement between the Agency and the County memorializing the terms of the Appointment shall be entered into between the parties after the formal approval of the Appointment by the County Legislature has been provided.

Section 3. 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 Appointment, 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 Appointment binding upon the Agency.

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>
Kim Murray	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>EXCUSED</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 13, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 13th day of May, 2019.


(Assistant) Secretary

(SEAL)