

**MINUTES OF THE  
COUNTY OF CLINTON  
INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL MEETING  
MONDAY, SEPTEMBER 11, 2023**

The meeting was called to order by Trent Trahan, Chairperson, at 12:06 p.m. at the County of Clinton Industrial Development Agency (CCIDA) offices located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

**MEMBERS PRESENT:** Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Mike Zurlo, Secretary (Partial)  
Mark Leta, Assistant Secretary  
John VanNatten, Member  
Joey Trombley, Member

**STAFF PRESENT:** Molly Ryan, Executive Director  
Toni Moffat, Executive Assistant  
Dorothy Brunell, Administrative Assistant  
Christopher Canada, Esq., Agency Counsel (via Teleconference)  
Shannon Wagner, Esq., Agency Counsel (via Teleconference)

**OTHERS PRESENT:** Marie Agan, Local Representative, Bull Run Energy, LLC

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.

**Approval of the Minutes of the August 14, 2023 Meeting**

T. Trahan asked if there were any questions regarding the draft minutes of the August 14, 2023 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by D. Hoover, and seconded by J. Trombley, it was unanimously carried to approve the minutes of the August 14, 2023 meeting of the CCIDA.

**Public Comment**

There was no public comment.

**Presentation: None**

## **Reports**

K. Defayette reviewed the August 2023 Treasurer's Report with the Board. There were no questions or concerns.

On a motion by M. Leta, and seconded by J. VanNattan, it was unanimously RESOLVED to approve the August 2023 Treasurer's Report as presented by K. Defayette.

## **Old Business**

C. Canada advised that there have been no changes to the contents of the Administrative Matters Resolution and it remains the same as last year's resolution. M. Zurlo indicated that this includes no changes to any of the CCIDA policies which were provided to all members for their review prior to the meeting.

## **Administrative Matters Resolution (including Appointment of Officers and Staff)**

C. Canada reviewed the Administrative Matters Resolution with the Board.

The following resolution was offered by J. VanNattan, seconded by K. Defayette, to wit:

Resolution No. 09-23-01

### **RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.**

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, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A attached hereto.

Section 2. The Agency hereby authorizes the Chairperson, Vice Chairperson and the Executive Director to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

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## SCHEDULE A

### Officers of the Agency:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	Assistant Secretary
Keith Defayette	Treasurer

### Determination of Regular Agency Meeting Schedule:

Second Monday of each month

### Appointment of Executive Director and Staff to the Agency:

Molly F. Ryan – Executive Director

### Appointment of Agency Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
Nadene E. Zeigler, Esq.  
Shannon E. Wagner, Esq.

### Appointment of Bond Counsel to the Agency:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
Nadene E. Zeigler, Esq.  
Shannon E. Wagner, Esq.

### Appointment of the Bank of the Agency and Accounts

Glens Falls National Bank  
Saratoga National Bank

### Appointments to Governance Committee

Michael E. Zurlo – Chairperson  
John VanNatten – Vice Chairperson  
David Hoover – Member

### Appointments to Audit Committee

Keith Defayette – Chairperson  
Mark Leta – Vice Chairperson  
Trent Trahan – Member  
David Hoover – Member  
John VanNatten – Member

Appointments to Finance Committee

Keith Defayette – Chairperson  
Joey Trombley – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Agency Policies

Access to Agency Records (FOIA) Policy  
Assessment of Internal Controls Policy  
Bylaws  
Code of Ethics  
Compensation Policy  
Defense and Indemnification of Board Members Policy  
Discretionary Funds Policy  
Eligible Project Policy  
Fee Policy  
Investment Policy  
Lease Policy  
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)  
Local Labor Policy  
Open Meetings Policy  
Organization Chart  
Procurement Policy  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Recapture Policy  
Remote Access Policy  
Retaliatory Action (Whistleblower Protection) Policy  
Time and Attendance Policy  
Travel Policy  
Uniform Tax Exemption Policy (UTEP)

Approval of Agreements of the Agency

Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Michael E. Zurlo, Secretary  
Mark Leta, Assistant Secretary  
John VanNatten, Member  
Joey Trombley, Member

Appointment of Contract Officer

Molly F. Ryan – Executive Director

Appointment of Investment Officer

Keith Defayette

Approval of Agency Fee Schedule

## **Board Evaluations/Conflict of Interest Statements**

T. Trahan asked the members to complete the Board Evaluations, Conflict of Interest and Acknowledgement of Fiduciary Duty forms and return the forms to staff.

## **New Business**

### **Beekman Towers Preservation, LLC**

M. Ryan advised that the following resolution authorizes notification to the affected taxing jurisdictions of a proposed deviation to the Uniform Tax Exemption Policy and that this resolution does not approve the requested deviation. C. Canada advised that the terms of the proposed deviation are outlined in Exhibit A, which is the PILOT deviation letter which will be sent to the affected taxing jurisdictions if the resolution is approved by the Board. M. Ryan briefly outlined the terms that have been negotiated between the taxing jurisdictions and the Project. M. Ryan expressed her thanks to C. Canada for all of his work and efforts in negotiating the proposed PILOT deviation between the taxing entities and the Project. M. Ryan also advised the Board that the Project will also be seeking tax-exempt bond funding for this Project, which will have to be approved by the Clinton County Legislature.

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

#### Resolution No. #09-23-02

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 ISSUER'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED BEEKMAN TOWERS PRESERVATION LLC PROJECT.

WHEREAS, County of Clinton Industrial Development Agency (the "Issuer") 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 industrial, manufacturing, warehousing, commercial, research, and recreation 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 Issuer is authorized and empowered under the Act to issue its industrial development revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more "projects" (as defined in the Act), to acquire, construct, reconstruct and install said projects 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 March, 2023, Beekman Towers Preservation LLC, a New York State limited liability company (the "Company"), submitted an application (the "Application") to the Issuer, a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer 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 acre parcel of land located at 50 Truman Avenue (tax map number 207.10-2-24) in the City of Plattsburgh, Clinton County, New York (the "Land"), together with an existing building and related improvements located thereon (collectively, the "Facility"); (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation thereon and therein of certain related furniture, fixtures, machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an affordable elderly housing facility to be owned and operated by the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of taxable and/or tax-exempt revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay all or a portion of the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to equal approximately \$21,000,000 but in any event not to exceed \$25,000,000 (the "Obligations"); (C) the payment of a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; (D) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales taxes, deed transfer taxes, mortgage recording taxes and real property taxes (collectively with the Obligations, the "Financial Assistance"); and (E) 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 Issuer; and

WHEREAS, the Executive Director of the Issuer (A) caused notice of the public hearing of the Issuer (the "Public Hearing") pursuant to Section 859-a(2) of the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be published on June 12, 2023 in The Press Republican, a newspaper of general circulation available to the residents of the City of Plattsburgh, Clinton County, New York, (B) caused notice of the Public Hearing to be mailed on June 8, 2023 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is (or will be) located, (C) caused notice of the Public Hearing to be posted on June 8, 2023 at the public bulletin board located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York, (D) caused notice of the Public Hearing to be posted on June 8, 2023 on the Issuer's website, (E) conducted the Public Hearing on June 22, 2023 at 10:00 o'clock a.m., local time at the offices of the Issuer located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York and (F) prepared a report of the Public Hearing (the "Public Hearing Report") which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Issuer and to the Clinton County Legislature; and

WHEREAS, the Agency has not yet made a determination 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"); and

WHEREAS, in connection with the Application, the Company has made a request to the Issuer (the "Pilot Request") to deviate from 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 Issuer and the Company (the "Proposed Pilot Agreement"); and

WHEREAS, pursuant to the Pilot Request, the Proposed Pilot Agreement would be for a term of twenty (20) years with (i) a fixed assessment of \$5,373,000 in year one (1) and (ii) a two percent (2%) annual increase for the remainder of the term of the Proposed Pilot Agreement.

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 fifty-percent (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 (5%) per year increase over the term of the ten (10) year payment in lieu of tax agreement; and

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, prior to taking final action on such request for a deviation from the 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 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 Issuer;

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

Section 1. Having considered both the Application 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 the Policy with respect to the Project and the reasons therefore (in substantially the form of the draft of said letter attached hereto as Exhibit A), 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
Keith Defayette	VOTING	Yes
Michael E. Zurlo	VOTING	Excused
Mark Leta	VOTING	Yes
Joey Trombley	VOTING	Yes
John VanNatten	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

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EXHIBIT A

PROPOSED FORM OF PILOT DEVIATION LETTER

- SEE ATTACHED -

COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY

137 Margaret St suite 209  
Plattsburgh, NY 12901  
TEL: (518) 565-4600  
FAX: (518) 565-4616

September \_\_, 2023

Hon. Mark R. Henry, Chairperson  
Clinton County Legislature  
137 Margaret Street, Suite 208  
Plattsburgh, New York 12901

Jay C. Lebrun, Superintendent  
Plattsburgh City School District  
49 Broad Street  
Plattsburgh, New York 12901

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

Amy Gervich, School Board President  
Plattsburgh City School District  
49 Broad Street  
Plattsburgh, New York 12901

Christopher C. Rosenquest, Mayor  
City of Plattsburgh  
41 City Hall Place  
Plattsburgh, New York 12901

Dawn Stetz, District Clerk  
Plattsburgh City School District  
49 Broad Street  
Plattsburgh, New York 12901

RE: Proposed Deviation from Uniform Tax Exemption Policy by  
County of Clinton Industrial Development Agency  
Beekman Towers Preservation LLC Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(c) of the General Municipal Law.

In March, 2023, County of Clinton Industrial Development Agency (the "Agency") received an application (the "Application") from Beekman Towers Preservation 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 an interest in an approximately 3 acre parcel of land located at 50 Truman Avenue (tax map number 207.10-2-24) in the City of Plattsburgh, Clinton County, New York (the "Land"), together with an existing building and related improvements located thereon (collectively, the "Facility"); (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation thereon and therein of certain related furniture, fixtures, machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an affordable elderly housing facility to be owned and operated by the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of taxable and/or tax-exempt revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay all or a portion of the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated

to equal approximately \$21,000,000 but in any event not to exceed \$25,000,000 (the “Obligations”); (C) the payment of a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; (D) the granting of certain other “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales taxes, deed transfer taxes, mortgage recording taxes and real property taxes (collectively with the Obligations, the “Financial Assistance”); and (E) 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 Issuer.

In connection with the Application, the Company has made a request to the Agency enter into a payment in lieu of tax agreement (the “Proposed Pilot Agreement”) which terms would deviate from the Agency’s Uniform Tax Exemption Policy (the “Policy”). Capitalized terms not otherwise defined herein are defined in the Policy.

The Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility. The Proposed Pilot Agreement would be for a term of twenty (20) years with (i) a fixed assessment of \$5,373,000 in year one (1) and (ii) a two percent (2%) annual increase for the remainder of the term of the Proposed Pilot Agreement.

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 October 11, 2023 at 12:00 o’clock p.m., local time at the offices of the Agency located at 137 Margaret Street 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, and Section 8(A)(2) of the Policy, 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:** The reconstruction and renovation of an existing affordable elderly housing facility.
- 2. The present use of the property:** The property currently consists of an existing affordable elderly housing facility.
- 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:** At the time of the filing of the Application, the economic condition of the area in which the

Project Facility is to be located is considered to be distressed. The Project Facility is to be located within census tract 1009.01, which is contiguous to distressed census tract 1031. Therefore, the area is strategically targeted for maintaining and improving affordable housing facilities to provide service and living opportunities for the community.

**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 Company anticipates that the Project will create various construction jobs during the course of the renovation of the Project Facility and retain three (3) full-time equivalent permanent jobs during the Project's operation.

**5. The estimated value of new tax exemptions to be provided:** The estimated value of the tax exemptions to be provided are the following: \$198,400 in sales and use taxes; \$210,000 in mortgage recording taxes; and \$14,900,000 in real property taxes.

**6. The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions:** The economic impact of the Proposed Pilot Agreement and the development of the Project Facility is positive as it encourages investment in affordable housing in the City of Plattsburgh.

**7. The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity:** The Project will have a positive revitalizing effect on the community by renovating an older property and preserving the scarce resource of senior affordable housing in the City of Plattsburgh to continue helping residents connect with the community and community services.

**8. The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement:** The investment by the Company in undertaking the Project is equal to approximately \$32,122,317.

**9. The effect of the Proposed Pilot Agreement on the environment:** It is not anticipated that the Project will have a significant effect on the environment.

**10. Project Timing:** It is anticipated that the Project will be accomplished in a timely fashion.

**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:** It is not expected that the Project will generate a substantial burden school, travel, emergency medical, or police services that are available in the area.

**12. Anticipated tax Revenues:** It is anticipated that there will likely be additional sales tax revenues after Project completion relating to certain future operating activities at the Project and related multiplier impacts.

**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:** The Project will preserve the scarce resource of affordable senior housing in the City of Plattsburgh. Additionally, the Project will continue to maintain units for residents who earn less than fifty-percent (50%) of the area median income, and will

continue to help residents connect with the community and community services.

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

## **Bull Run Energy, LLC**

### **Conflict Waiver Resolution**

M. Ryan advised that as previously discussed, Hodgson Russ LLC represents both the Project and the CCIDA on this Project. C. Canada advised that Hodgson Russ will act as first chair legal counsel and they will bring in an outside attorney to act as second chair. The role of the outside counsel will be to review all documentation and mitigate any potential or actual conflicts of interest. The firm Fitzgerald Morris Baker Firth, P.C., in Glens Falls, New York, will be retained as special counsel to the Agency. The following resolution also authorizes Chairperson Trahan to sign a Consent and Waiver Letter, Exhibit A.

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

#### **Resolution No. 09-23-03**

RESOLUTION (A) ACCEPTING A DISCLOSURE LETTER OF AGENCY COUNSEL RELATING TO THE BULL RUN ENERGY, LLC PROJECT (THE "PROJECT"), (B) AUTHORIZING SPECIAL COUNSEL BE RETAINED IN CONNECTION WITH THE PROJECT AND (C) WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST RELATING TO THE 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, Bull Run Energy 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, requesting 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 interests in certain parcels of land located in the Towns of Clinton, Ellenburg, Altona and Mooers in Clinton County, New York (collectively, the "Land"); (2) the construction of between 90 and 110 commercial-scale wind turbines on the Land (collectively, the "Facilities"), (3) the construction of certain access roads and electrical interconnect infrastructure associated with the Facilities (collectively, the "Infrastructure") and (4) the acquisition and installation thereon and therein of certain fixtures, machinery and equipment (the "Equipment") (the Land, the Facilities, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to

constitute wind energy facilities to be owned and operated by the Company; (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, counsel to the Agency, Hodgson Russ LLP (“Hodgson Russ”), has been informed that Hodgson Russ represents the Company and certain affiliates of the Company in connection with the Project; and

WHEREAS, for purposes of satisfying the requirement contained in Section 858(8)(b) of the Act, Hodgson Russ desires to deliver written disclosure to the Agency (the “Agency Counsel Disclosure Letter”) that Hodgson Russ (A) is acting as counsel to the Agency and (B) is acting as counsel to the Company, respectively, with respect to the Project (collectively, the “Proposed Representation”); and

WHEREAS, attached hereto as Exhibit A is a form of the Agency Counsel Disclosure Letter for review by the Agency; and

WHEREAS, the Company has provided its written consent to the Proposed Representation, which consent is on file with Hodgson Russ; and

WHEREAS, as the Proposed Representation presents a potential conflict of interest that must be waived by the Agency, the Company has requested that the Agency provide its consent to the Proposed Representation; and

WHEREAS, at the advice of Hodgson Russ as counsel to the Agency, the Agency wishes to retain the law firm of Fitzgerald Morris Baker Firth, P.C., Glens Falls, New York, as special counsel to the Agency in connection with the Project to further mitigate potential conflicts created by the Proposed Representation;

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

Section 1. The Agency hereby (A) accepts the Agency Counsel Disclosure Letter attached hereto as Exhibit A, and (B) acknowledges the Agency has no objection to Hodgson Russ (i) acting as counsel to the Agency and (ii) acting as counsel to the Company, respectively, in connection with the Project.

Section 2. The form and substance of the Agency Counsel Disclosure Letter are hereby approved and the Chairperson or Vice Chairperson of the Agency is hereby authorized, empowered and directed to execute the Agency Counsel Disclosure Letter in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairperson or Vice Chairperson shall approve, the execution thereof by the Chairperson or Vice Chairperson to constitute conclusive evidence of such approval.

Section 3. The Agency hereby authorizes retaining Fitzgerald Morris Baker Firth, P.C. as special counsel to the Agency in connection with the Project for purposes of mitigating potential conflicts created by the Proposed Representation.

Section 4. The Chairperson or Vice Chairperson 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 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	Excused
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]



**EXHIBIT A**

**See attached.**



September 11, 2023

County of Clinton Industrial Development Agency  
137 Margaret Street  
Plattsburgh, New York 12901  
Attention: Trent Trahan, Chairperson

Re: Proposed representation of County of Clinton Industrial Development Agency  
Bull Run Energy LLC Project  
Consent and Waiver of any Potential Conflict

Dear Chairperson Trahan:

As you know, Hodgson Russ LLP (“Hodgson Russ”) has been asked by County of Clinton Industrial Development Agency (the “Agency”), which is a longstanding client of Hodgson Russ, to represent it in connection with the project involving Bull Run Energy LLC (the “Company”). Given that we have represented the Agency on similar matters in the past, and hopefully will continue to do so in the future, it is necessary for the Agency to waive any potential or actual conflict relating to Hodgson Russ representing the Company in this matter..

We are satisfied that representing the Company in this matter will not impact our independent professional judgment on behalf of the Agency in other matters, and we will not provide access to any confidential information learned from the Agency in other matters in representing the Company. We will take such steps internally as may be appropriate to maintain a “Chinese wall” between the Hodgson Russ attorneys representing the Agency and the Company, respectively, in order that no confidential or proprietary information received by the attorneys for one client will be disclosed to the attorneys for the other client. Given that both the Company and the Agency share many common goals in this matter, such as preparing and executing documents that will achieve the desired tax benefits, including appropriate PILOT payments, we believe that executing a waiver will not negatively impact the Agency’s interests. Finally, we are aware that the Agency shall retain Fitzgerald Morris Baker Firth, P.C., Glens Falls, New York, as special counsel to the Agency in connection with this project to further mitigate any potential or actual conflict.

Based on the foregoing, we request that the Agency, by signing below, waive any potential conflict and agree that Hodgson Russ may represent the Agency, as Agency counsel, with respect to the above matter. In the event of litigation between the Agency and the Company, Hodgson Russ will not represent either the Agency or the Company. In addition, by signing below, the Agency will not use the fact of this representation as a basis for seeking to disqualify our firm from representing either the Agency or the Company on unrelated future matters.

[Remainder of page left blank intentionally]

Trent Trahan, Chairperson  
September 11, 2023  
Page 2



If this letter confirms your understanding, please sign a copy of this letter and forward it to my attention. Should you have any questions or concerns with regard to the foregoing, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "C. Canada".

Christopher C. Canada

Accepted and agreed to:

COUNTY OF CLINTON INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Trent Trahan  
Chairperson

## **Public Hearing Resolution**

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

Resolution No. 09-23-04

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 BULL RUN ENERGY 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, Bull Run Energy LLC, a State of 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 various parcels of land located in the Towns of Clinton, Ellenburg, Altona and Mooers, Clinton County, New York (collectively, the "Land"), (2) the acquisition and installation on the Land of approximately 90 – 110 commercial scale wind turbine generators that collectively will have a maximum generative capacity of 449 megawatts (collectively, the "Facility"), (3) the construction of associated access roads, electrical interconnect infrastructure, a substation, meteorological towers, an operation and maintenance building, a switchyard and transmission line (collectively, the "Infrastructure") and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment"), all the foregoing to constitute a wind energy facility (the Land, the Facility, the Infrastructure and the Equipment being 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, 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; (F) to cause a copy of the Report to be made available to the members of the Agency; and (G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.

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	Yes
David Hoover	VOTING	Yes
Michael E. Zurlo	VOTING	Excused
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

## **North Country Chamber of Commerce Annual Membership Dues**

On a motion made by J. VanNatten, and seconded by J. Trombley, it was unanimously carried to approve payment of the North Country Chamber of Commerce Annual Membership Dues in the amount of \$228.

## **Administrative Services Agreement – 2024**

T. Trahan proposed to the Board that they review the Administrative Services fee currently in place and consider an increase in the amount. M. Zurlo indicated that there is currently a projected \$6,000 deficit in the amount the CCIDA will pay Clinton County in 2023. M. Zurlo recommended the amount of the administrative services fee be increased \$2,000 per month. This increase would offset the current shortfall of funding, as well as allow slightly enhancing the salary of the CCIDA Executive Director and the two staff members. The actual increases will be determined by M. Zurlo, the Clinton County Administrator. M. Zurlo indicated that a fee increase to \$13,000 per month would be sufficient to allow for a two-year commitment to this amount.

On a motion made by K. Defayette, and seconded by M. Leta, it was carried to approve the 2024 Administrative Services Agreement which includes a \$2,000 per month increase bringing the total monthly administrative services fee paid to Clinton County each month to \$13,000 or \$156,000 annually. This Administrative Services fee will remain in place for two years, 2024 and 2025. Note: M. Zurlo abstained from the vote on this motion.

## **Management Team Report**

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

M. Ryan reviewed highlights from her Executive Director's Report.

### **SterRx Closure**

M. Ryan stated that she had a conversation with Michael Murnane of Connecticut Avenue Holdings, LLC, regarding SterRx's announced closure. M. Murnane indicated that SterRx intends to fulfill their lease obligations. However, the CCIDA benefitted the Connecticut Avenue Holdings, LLC Project through a PILOT Agreement and thus made commitments to the CCIDA including job creation, etc. C. Canada explained that there are certain recapture events outlined in the Project Agreement that could be triggered if, for example, the Project does not create 80 percent of the jobs to which they committed. C. Canada stated that he will send a letter to the Company advising them of the CCIDA's options with regard to the Project Agreement. M. Ryan will setup a meeting with M. Murnane and also request that he address the CCIDA Board at the October 2023 CCIDA meeting. C. Canada indicated the CCIDA must actively monitor the Project and be transparent in their decision-making process with regards to any potential recapture actions.

There being no further business to discuss, on a motion made by J. VanNatten, and seconded by D. Hoover, the meeting was adjourned at 12:47 p.m.



Trent Trahan



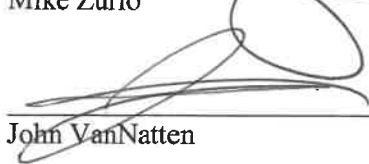
David Hoover



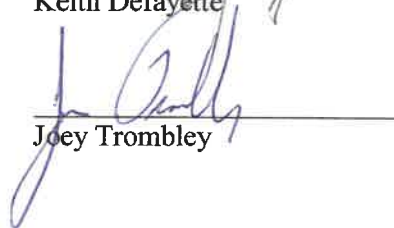
Mike Zurlo



Keith Defayette



John VanNatten



Joey Trombley



Mark Leta