

**Minutes of the
County of Clinton
Industrial Development Agency
August 13, 2025**

The meeting was called to order by Trent Trahan, Chairperson, at 12:00 p.m. at the County of Clinton Industrial Development agency (CCIDA) office located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

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

STAFF PRESENT: Molly Ryan, Executive Director
Christine Peters, Esq., Acting County Administrator
Toni Moffat, Executive Assistant
Dorothy Brunell, Administrative Assistant
Shannon Wagner, Esq., Agency Counsel

OTHERS PRESENT: Alex Tranmer, Camoin Associates (via Teleconference)
John Walker, Camoin Associates (via Teleconference)

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 13, 2024.

Presentation: Camoin Associates – Housing Feasibility Study Next Steps

Alex Tranmer of Camoin Associates explained the four options they have developed to operationalize the data obtained from their Clinton County housing study.

The first option involves working through additional financial analysis. Camoin will work with the CCIDA to identify additional sites within the County and conduct a more detailed review of those sites. One suitable development concept will be created for each of these sites which will reflect market demand, access to infrastructure, current zoning, etc. The development concepts will be structured to address specific needs for the area such as market-rate housing, workforce housing, etc., and are consistent with income levels and affordability constraints. A development program will be developed for each concept including costs related to property acquisition and construction or redevelopment. This information can be used for funding applications with banking institutions.

The second option is a review of zoning and/or land use regulations, as well as housing market opportunities and barriers. This option identifies if a disconnect between land use regulations and the type of housing being sought exists and will help identify specific communities best suited for housing development.

Option three is to turn the existing data into a strategy to identify funding streams or develop certain incentives. This option will be based on work already performed, including the study conducted by the Lake George Lake Champlain Regional Planning Board, and would include specific goals, approaches, and action items to address the identified housing issues, needs and priorities. This would include partnerships, funding, new organizations, zoning and land-use regulations, incentives, new programs and policies, and other strategies to meeting Clinton County's housing needs. The second part of this option would be development of an action plan matrix to assist in implementation. The action plan matrix would be designed in an updatable format.

J. Walker described the fourth option which is a residential sensitivity analysis. J. Walker explained that the earlier study identified some specific locations and looked into the particulars around those locations. Camoin will assess the financial feasibility of market-rate residential development in Clinton County and perform a return-on-cost analysis. This analysis would determine the impact of various incentives on the overall feasibility of proposed projects, such as sales tax incentives, PILOT agreements, etc., and help to identify how best to optimize all the available elements.

A. Tranmer advised that in their work with other communities, the most frequently employed strategy involved a financial feasibility analysis. J. VanNatten asked if in areas where they did similar studies, if the study determined a financial shortfall. A. Tranmer advised that more often than not, a funding gap was identified, and in order to resolve the funding gap, very creative financing packages involving public/private partnerships were required.

M. Ryan stated that she has spoken with five or six housing developers since the CCIDA announced the updated Uniform Tax Exemption Policy (UTEP) which now includes housing. Local developers have asked why specific properties that they own were not included in our housing study and M. Ryan advised that those pieces of land were not on the market at the time of the study and therefore we could not have known they were available for development or consideration in the housing study. M. Ryan stated that she just received an application for a housing project.

M. Zurlo asked A. Tranmer what Syracuse is doing to provide workforce housing associated with Micron. A. Tranmer advised there is a sustained effort to work on all pieces involved in housing; i.e., cultivating developers and identifying suitable land.

M. Ryan advised that she would provide Camoin's deep dive analysis to the Board members for their review prior to the September 22, 2025 board meeting. Once the Board has determined a plan of action, M. Ryan will contact Camoin to begin next steps.

Reading and Consideration of the Draft Minutes of the June 30, 2025 Meeting.

T. Trahan asked if there were any questions regarding the draft minutes of the June 30, 2025 meeting. There were none.

On a motion by J. VanNatten, and seconded by M. Zurlo, it was unanimously carried to approve the minutes of the June 30, 2025 meeting of the CCIDA.

Public Comment

There was no public comment.

Reports

Treasurer's Report:

K. Defayette reviewed the July 2025 Treasurer's Report.

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

Old Business

CCC Feasibility Plan Update

M. Ryan reviewed with the Board the slide presentation she shared with the Legislature this past week. M. Ryan advised that the next step is for the Legislature to identify what direction they want to pursue with the property. M. Ryan stated that approximately 60 comments were received from the public during the three-week comment period. Approximately 40 of the 60 comments were received from residents of the Cliff Haven/Wood Cliff neighborhoods. Each of the legislators was asked to identify five components from the three concepts that they like as well as five components that they do want to consider. Ultimately, it is up to the Legislature to decide the best use for the property. The five elements that the legislators would like to see pursued include a hotel/conference center with retail, outdoor recreation eco-themed adventure features, housing to support workforce and senior needs, and year-round mixed-use activity hubs. The five elements they do not want to see pursued include on-site manufacturing, seasonal-only programming, theme parks or town-center style art hubs, nor disruptive uses such as festivals and glamping.

M. Ryan advised this is just the beginning of a long process to identify the best use of the property and will be most likely to generate significant revenue for the entire county. Consideration will be given to area residents, but ultimately the goal will be to do what is best for all county residents. A letter is being sent to all Cliff Haven and Wood Cliff residents communicating that the concepts presented are just a first step in a long process and assure them that they will have ample opportunity to voice their opinions as the process moves forward.

Marketing Program Update

M. Ryan advised that Golden Shovel recently conducted a survey among stakeholders throughout the community, as well as conducted one-on-one interviews with leaders within Clinton County. The preliminary findings report was provided to the Board for their review. Several key themes were identified by Golden Shovel. M. Ryan stated she will provide clarification on some items and Golden Shovel will then present their findings to the CCIDA board. Golden Shovel is also working closely with Boire Benner to help them develop a marketing strategy to build the CCIDA's social media presence.

Viewpoint Production Update

M. Ryan advised that she received a draft of the video produced by Viewpoint and has provided feedback. M. Ryan stated they captured some great footage and she will share the final video with the Board once it is available. Golden Shovel will be able to utilize the footage as well. M. Zurlo asked if the video would be available to our local PBS stations. M. Ryan advised that local PBS stations would have to pay to get the video, which is not likely. M. Ryan stated that once our new marketing strategy is employed by Golden Shovel, we will be reaching the Montreal market. M. Ryan advised that A. Benner is looking forward to the opportunity to work and learn from a large marketing firm such as Golden Shovel and capitalize on their exposure to the bigger economic development world.

New Business

Micro Bird, Inc. Modification Resolution

S. Wagner explained the Micro Bird, Inc. is acquiring two parcels of land located on Banker Road in the Town of Plattsburgh which are immediately adjacent to their current 32.57 acre parcel of land. S. Wagner advised that purchase of this additional land was always the Company's intention, however, when they were closing on the straight lease, they had to close prior to March 1st in order for the Company to take advantage of the PILOT and at that time the Company was not ready to purchase the two adjacent parcels of land. S. Wagner stated a portion of the costs associated with acquiring this additional land will be obtained with a loan in the amount of up to \$9,375,000 from the National Bank of Canada. The loan will be secured by a mortgage which would grant a lien on and security interest in the Project facility, as defined by the Approving Resolution. Resolution 08-25-01 is authorizing the execution and delivery of documents relating to the loan and the acquisition of the parcels of land.

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

Resolution No. 08-25-01

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT TO THE LOAN (AS DEFINED HEREIN) AND THE ACQUISITION OF CERTAIN PARCELS OF LAND IN CONNECTION WITH THE MICRO BIRD, 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 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, 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 February 27, 2025 (the "Closing Date"), the Agency entered into a lease agreement dated as of February 1, 2025 (the "Lease Agreement") by and among the Agency, Valiant Real Estate USA, Inc. (the "Owner") and Micro Bird USA LLC, d/b/a Micro Bird Buses LLC (the "Operating Company," and, collectively with the Owner, the "Company") for the purpose of undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a parcel of land containing approximately 26.57 acres and located at 260 Banker Road (Tax Map No.: 205.-4-13) in the Town of Plattsburgh, Clinton County, New York (the "Land"), together with an existing manufacturing and warehouse facility (the "Facility"), (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, and the Equipment hereinafter, collectively, referred to as the "Project Facility"), all of the foregoing to be (a) with respect to the Land and the Facility (i) owned by the Owner, and (ii) leased to the Operating

Company, (b) with respect to the Equipment, owned by the Operating Company, and (c) operated by the Operating Company as a manufacturing and warehousing facility for the manufacture and storage of shuttle buses 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 property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, (A) the Operating Company executed and delivered to the Agency (1) a certain lease to agency dated as of February 1, 2025 (the “Lease to Agency”) by and between the Operating Company, as landlord, and the Agency, as tenant, pursuant to which the Operating Company leased to the Agency the Land and all improvements now or hereafter located on the Land (collectively, the “Leased Premises”); (2) a certain license agreement dated as of February 1, 2025 (the “License to Agency”) by and between the Operating Company, as licensor, and the Agency, as licensee, pursuant to which the Operating Company granted to the Agency (a) a license to enter upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project; and (3) a certain bill of sale dated as of February 1, 2025 (the “Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Operating Company in the Equipment, (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of February 1, 2025 (the “Payment in Lieu of Tax Agreement”), pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, and (2) a certain recapture agreement dated as of February 1, 2025 (the “Section 875 GML Recapture Agreement”) by and between the Operating Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (C) the Agency and the Company executed and delivered a certain uniform agency project agreement dated as of February 1, 2025 (the “Uniform Agency Project Agreement”) by and among the Agency and the Company relating to the terms of the granting by the Agency of the Financial Assistance to the Company; (D) the Agency filed with the assessor and mail to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement; (E) the Agency executed and delivered to the Company a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (F) the Agency filed with the New York State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”); and (G) the Agency and the Company executed and delivered various related documents and certificates (the above enumerated documents are collectively, with the Lease Agreement, referred to as the “Closing Documents”); and

WHEREAS, upon the execution and delivery of the Closing Documents, pursuant to the resolution adopted by the members of the Agency on January 13, 2025 (the “Approving Resolution”), it was anticipated that the Company would, during the term of the Lease Agreement, (A) acquire additional land located on Banker Road (Tax Map Nos.: 205.-4-2 and 205.-2-5.2) in the Town of Plattsburgh, Clinton County, New York immediately adjacent to the Land and containing an aggregate of approximately 32.57 acres (collectively, the “Adjacent Land”); and (B) finance a portion of the costs of the Project, by obtaining a loan in the principal sum of up to \$9,375,000 (the “Loan”) from National Bank of Canada (the “Lender”), which Loan would be secured by a mortgage and certain other security documents and related documents from the Agency and the Company to the Lender, which documents would grant a lien on and security interest in the Project Facility (as defined in the Approving Resolution) to secure such Loan from the Lender to the Company with respect to the Project (collectively, the “Loan Documents,” and collectively with the Closing Documents, the “Basic Documents”); and

WHEREAS, further pursuant to the Approving Resolution, the Agency authorized a mortgage recording tax exemption benefit in an amount of \$100,000 with respect to the Project; and

WHEREAS, by correspondence submitted by counsel to the Company in June, 2025 (the “Request”), the Agency (A) was advised that the Company is preparing to proceed with the acquisition of the Adjacent Land and obtain the Loan from the Lender, and (B) in connection therewith, the Company requested that the Agency authorize the execution and delivery of (1) certain modification documents of the Basic Documents to reflect the addition of the Adjacent Land including, but not limited to, (a) a first omnibus amendment to basic documents, (b) a first amendment to payment in lieu of tax agreement, (c) a revised Real Property Tax Exemption Form relating to the Project Facility and the Payment in Lieu of Tax Agreement, as amended, and (d) various other documents related thereto and in connection therewith, and (2) the Loan Documents (collectively, the “Modification Documents”); and

WHEREAS, in connection with the Request, the Agency desires to authorize (A) the execution and delivery of the Modification Documents, any other security documents and related documents, (B) the filing with the assessor, and mailing to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act), a copy of the revised Real Property Tax Exemption Form, and (C) any other actions related thereto (collectively, the “Action”); 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 consent to the Action; and

WHEREAS, pursuant to SEQRA, by resolution adopted by the members of the Agency on January 13, 2025, the Agency determined (A) to conduct an uncoordinated review of the Project, (B) that the Project constitutes an “Unlisted action” which will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project, and (C) as a consequence of the foregoing, to prepare a negative declaration with respect to the Project; and

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

(A) The Action constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(29), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Action.

(B) The Agency will not be granting any mortgage recording tax exemption beyond the amount previously authorized by the Agency pursuant to the Approving Resolution.

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

Section 2. Subject to (A) review of the Modification Documents by the Chairperson, Vice Chairperson, and/or Executive Director of the Agency, (B) approval of the Modification Documents by counsel to the Agency, and (C) the payment by the Company of all fees and expenses of the Agency and Agency counsel in connection with the Action (including any administrative fee of the Agency related to the Action and the Agency's attorney's fees related to the Action), the Agency hereby (1) consents to the acquisition of the Adjacent Land, (2) the modification of the Basic Documents to reflect the addition of the Adjacent Land into the Lease Agreement and the other Basic Documents, and (3) determines to enter into the Modification Documents to reflect the addition of the Adjacent Land and the Loan and hereby authorizes the execution by the Agency of the Modification Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairperson, Vice Chairperson, and/or Executive Director of the Agency is hereby authorized to execute and deliver the Modification 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 form thereof presented to the Chairperson, Vice Chairperson, and/or Executive Director subsequent to this meeting, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson, and/or Executive Director shall approve, the execution thereof by the Chairperson, Vice Chairperson, and/or 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 do all acts and things required or provided for by the provisions of the Modification 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 Modification Documents.

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
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

The foregoing resolution was thereupon declared duly adopted.

Accounting Firm

M. Ryan advised that she will contact Martindale Keysor and obtain a quote for monthly accounting services for the CCIDA and Clinton County Capital Resource Corporation (CCCRC).

Connecticut Avenue Holdings, LLC Default Letter

After discussion, it was agreed that a default letter should be sent to Connecticut Avenue Holdings, LLC. Hodgson Russ will send an email prior to sending the default letter explaining that the CCIDA realizes that the

Project did not intentionally create the situation, however, the CCIDA has a fiduciary responsibility to address the fact that the Company is not living up to the terms of the PILOT agreement.

On a motion by M. Zurlo, and seconded by J. Trombley, it was unanimously carried requesting Hodgson Russ to send a default letter to Connecticut Avenue Holdings, LLC.

Clinton County Update

M. Zurlo welcomed Christine Peters, Acting County Administrator, to the meeting and advised that Christine would join the Board as a member assuming the role of liaison between the CCIDA and the County. M. Zurlo stated that if another board seat were to become available, he would be happy to assume that role if the Legislature agreed to make the appointment.

M. Zurlo advised that the Clinton County Nursing Home sale is moving forward and the closing is set to occur within the next 90 days.

M. Zurlo advised the 2026 budget process has begun and he is assisting C. Peters through the process. M. Zurlo stated this will not be an easy budget to prepare given the changes in Federal funding and considering New York State's current budget deficit of 34 billion dollars.

Management Team Reports

Executive Director's Report

M. Ryan briefly reviewed her Executive Director's Report. M. Ryan advised that she recently spoke with K. Defayette and he indicated that he would like to resign his position on the CCIDA Board. M. Ryan thanked K. Defayette for his tenure not only as a Board member but also for his role as the CCIDA's Treasurer. M. Ryan advised that a replacement for the Treasurer position will be voted on at the September 22, 2025 meeting, along with the appointment of all CCIDA Officers and Committee Members.

There being no further business to discuss, on a motion by M. Leta, and seconded by J. VanNatten, the meeting adjourned at 1:14 p.m.

Trent Trahan, Chairperson