

**Minutes of the Joint Meeting of the
County of Clinton Industrial Development Agency
January 13, 2014**

The meeting was called to order by T. Trahan, Chairperson, at 12:01 p.m., at the offices of the County of Clinton Industrial Development Agency, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present: Trent Trahan, Chairperson
 David Hoover, Vice Chairperson
 John VanNatten, Treasurer and CFO
 Kim Murray, Assistant Secretary
 Keith Defayette, Member
 Mark Leta, Member

Members Excused: Michael Zurlo, Secretary

Others Present: Erin Hynes, Executive Director
 Nadene Zeigler, Esq., Agency Counsel
 Barbara Shute, Recording Secretary

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

T. Trahan waived the reading of the notice of the meeting published in the *Press-Republican* on October 21, 2013.

Reading and Consideration of the Draft Minutes of the CCIDA meeting of December 9, 2013:

T. Trahan waived the reading of the minutes of the December 9, 2013 regular meeting. He asked if there were any questions or discussion regarding the draft minutes, there was none. On a motion by J. VanNatten and seconded by K. Murray, it was unanimously carried to approve the minutes of the December 9, 2013 regular meeting, as presented.

Public Comment: None

Bills and Communications: None

Treasurer's Report

CCIDA:

CCIDA:

J. VanNatten noted that the account balance as of 12/31/13 was \$339090.77

The total income for the month of November was: \$0

The expenses that were paid during the month of December:

Check 217 – TDC (November Admin Fees)	\$10459.09
Total Expenses	\$10,459.09

December's Admin fees were recorded as an expense and were paid in early January.

Balance Sheet:

There is \$357.57 remaining in the CIDA, LLC's bank account. This amount will be used to pay the interest due to TDC for the line of credit (\$317.77).

The final grant disbursement of \$173,642.27 was received on 12/19/2013.

The line of credit was paid in full in December.

Income Statement:

The income statement shows the expenses that were approved and paid during the month of December.

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

Invoices to approve for payment:

932	Jennetix (October 2013 Website updates)	\$170
944	Jennetix (December 2013 Website updates)	\$85
104	DeLish (December Lunch Meeting)	\$157.26
5929	TDC (Interest on line of credit)	\$317.77
5930	TDC (December admin services)	\$10459.10
5931	TDC (CCIDA FedEx postage expense)	\$146.12
5932	TDC (Laurentian and SPP public hearing advertising)	\$336.80

Total Expenses to approve	<u>\$11,672.05</u>
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On a motion by D. Hoover and seconded by K. Murray, it was unanimously carried to approve the invoices as listed for payment.

Reports of the Committees: None

Old Business

Discussion on Northstar 41, LLC Application

E. Hynes noted that this application comes before the Board at this meeting for approval. She asked if there were any questions and there were none.

She reviewed the application highlights again.

- Benefits Sought: PILOT, Sales and Mortgage Recording Tax Exemptions
- Project Description: Proposed project will be the modification of the current facility located at 641 Ridge Road, Chazy NY that includes segregation of the current square footage to accommodate any potential tenant requirements. Northstar, LLC is looking to fully utilize the entire 360,000 sf., leasing to multi-use long-term tenants. As Northstar, LLC comes to lease agreements with tenants on space requirements the company will modify the interior premise to suit their needs. These modifications include but are not limited to: internal modifications, HVAC, partitioning walls, electrical segregation, gas requirements and lighting needs.
- Total Project Cost: \$2,375,000
- Total Jobs to be created in 2014 (Y1): 25 – 125

New Business

1. Discussion of Northstar 41, LLC Public Hearing

E. Hynes noted that the public hearing was held on January 6, 2014 at the Town of Chazy Town Hall. Those in attendance included John Fairchild, Superintendent of the Chazy Central School District, Stephen Podd, Victor Podd and Karen Lamberton from Northstar 41, LLC. There was no public comment and no objections noted. After the hearing the group had a very good conversation and at the conclusion of the discussion John Fairchild invited the Podds to tour the school. E. Hynes commented that in her opinion there will be a good partnership between the school district and the owners.

E. Hynes stated that while the school district was the only affected taxing jurisdiction present at the public hearing, in her discussions with representatives of the County they too had no objections to the project noted.

2. Determination of SEQR for Northstar 41, LLC

E. Hynes reviewed the SEQR determination and noted that members will be voting to accept this determination later in the meeting.

A SEQR determination has been made of Non-Significance/Unlisted Action. This determination is based in part on the SEQR filed by the CIDA, LLC in May of 2012 as well as the sales agreement between the CIDA, LLC and Northstar, LLC thereafter.

Furthermore this determination is based on the Agency's knowledge (per the application and discussions with company representatives) that all construction and/or building modifications will occur on the interior of the structure, having no significant environmental impacts.

3. Re-Conveyance of East Port/Livingston International

E. Hynes noted that the PILOT agreement dated May 1, 2002 between the Eastport Development Corporation, Inc. and The County of Clinton Industrial Development Agency terminated on December 31, 2013 and the Agency is seeking a resolution to re-convey its lease-hold interest back to the Company.

She noted that the Agency was notified that Eastport Development will be using Hodgson Russ for their legal counsel. Since both the Agency and the Company are using Hodgson Russ for this transaction, the firm felt it necessary that both parties sign a letter acknowledging that they are aware of this fact and that each lawyer is working separately on behalf of their individual clients.

The CCIDA will retain a \$500 re-conveyance fee for this transaction.

4. Former Clinton County Airport Highest and Best Use Study

E. Hynes stated that this item is on the agenda at Mike Zurlo's request. She gave a brief overview of the history of the property noting that a request for proposals (RFP) was originally issued in 2009 to dispose of the property. The County only received (2) two responses at that time. The decision was made by the County to keep the property and continue some environmental remediation before going to market at a later date. The County has approached TDC about purchasing the property and TDC has noted that they are not in a position to purchase the entire property at this time without a study that shows what is developable.

There have been several discussions between TDC and the County about the possibility of having a highest and best use study completed on the property. Christopher Hall from Binswanger, a company that deals with marketing large properties in rural areas came in and gave a presentation to TDC Board members regarding what a highest and best use study scope of work entails. The cost of the study is \$30,000. TDC has received approval from its Board to pay for one half, or \$15,000, of the study contingent on the County paying for the other half. The consensus is that this study would give the County the best look at what could be done with the property for not only its development but potential development by others.

E. Hynes stated that M. Zurlo is looking for a resolution to be passed to allow the IDA to use \$15,000 of its funds to pay for half of the study.

She noted that when the study has been completed the IDA would own the study and it would be used as a guide to the Board when considering any potential projects that may result from redevelopment of the site.

After some discussion the consensus of those present was that it makes sense to pay for half of this study and it would be a smart move for the IDA to have a tool that provides demographic, marketing and economic data to compare against potential projects.

J. VanNatten made a motion, seconded by M. Leta and passed unanimously to authorize the expenditure of \$15,000 from CCIDA funds to be used towards a highest and best use study of the former county airport contingent upon receiving matching funds from TDC.

Action Items

1. Vote to Accept Transcript of Northstar 41, LLC's Public Hearing

T. Trahan asked for a motion to accept the transcript of the Northstar 41, LLC Public Hearing

On a motion by D. Hoover and seconded by J. VanNatten, it was unanimously authorized to accept the transcript of the Northstar 41, LLC's Public Hearing as presented.

2. Consider a Resolution to Accept the SEQR determination for Northstar 41, LLC

The following resolution was offered by D. Hoover, seconded by J. VanNatten, to wit:

Resolution # 01-14-03

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A
PROJECT FOR THE BENEFIT OF NORTHSTAR 41 LLC WILL NOT HAVE
A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

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 and install one or more "projects" (as defined in the Act) 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, Northstar 41 LLC, a New York 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 a portion of an approximately 55.70 acre parcel of land located at 641 Ridge Road (Tax Map # 78.-1-13.1) in the Town of Chazy, Clinton County, New York (the "Land"), together with an existing approximately 386,000 square foot building located thereon (the "Facility"), (2) the renovation of the Facility and making of other improvements including but not limited to, parking (collectively, the "Improvements") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (the "Equipment") (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be leased by the Company to manufacturing, warehousing, commercial and other industrial multi-use tenants for long term leases; (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, by resolution adopted by the members of the Agency on December 9, 2013 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on December 18, 2013 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on December 18, 2013 at the Chazy Town Hall located at 9631 Route 9 in the Town of Chazy, Clinton County, New York as well as on the Agency's Website, (C) caused notice of the Public Hearing to be published on December 22, 2013 in The Press Republican, a newspaper of general circulation available to the residents of the Town of Chazy, Clinton County, New York, (D) conducted the Public Hearing on January 6, 2014 at 10:00 a.m., local time at the Chazy Town Hall located at 9631 Route 9 in the Town of Chazy, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on December 9, 2013 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) that the Project involves more than one "involved agency", and (2) that, although the Project may constitute an "unlisted action", and coordinated review and notification of other involved agencies is strictly optional with respect to the Project, the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Project and

(B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an environmental assessment form (the "EAF") with respect to the Project, a copy of which EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make an determination as to the potential environmental significance of the Project; and

WHEREAS, the Project does not appear to constitute a "Type I Action" (as said quoted term is defined in the Regulations), and therefore coordinated review and notification is optional with respect to the actions contemplated by the Agency with respect to the Project; and

WHEREAS, the Agency desires to conduct an uncoordinated review of the Project and to determine whether the Project may have a "significant effect on the environment" and therefore require the preparation of an environmental impact statement;

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 EAF, and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

A. The project (the "Project") consists of the following: (A) (1) the acquisition of an interest in a portion of an approximately 55.70 acre parcel of land located at 641 Ridge Road (Tax Map # 78.-1-13.1) in the Town of Chazy, Clinton County, New York (the "Land"), together with an existing approximately 386,000 square foot building located thereon (the "Facility"), (2) the renovation of the Facility and making of other improvements including but not limited to, parking (collectively, the "Improvements") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (the "Equipment") (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be leased by the Company to manufacturing, warehousing, commercial and other industrial multi-use tenants for long term leases; (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 (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.

B. The only potential impacts on the environment noted in the EAF or otherwise known to the Agency, and the Agency's evaluation of the potential significance of same, are as follows:

1. The Project will create employment. The Application indicates that the anticipated number of new full-time employees, at the end of the second year of the completion of the Project Facility, will be approximately 25-200. Due to the number of workers currently on the local unemployment rolls, this potential impact will not be significant.
2. The Project will not adversely affect any publicly-owned open space, public recreation and/or critical environmental areas.
3. It is not anticipated that the Project will have any adverse impact on threatened or endangered aquatic species or other plant or animal resources.
4. The proposed Project is not anticipated to have a significant adverse impact on agricultural resources.
5. It is not anticipated that any archeological or historical resources will be impacted by the proposed Project.
6. It is not anticipated that the Project will result in the generation of traffic significantly above current traffic levels and, as a result, the Project is not expected to cause any significant adverse impact on transportation.
7. It is not anticipated that noise associated with the renovation of the Project will have a significant impact on the environment or surrounding residents, and there will be no blasting during construction. Following completion of the Project, the noise on the Project site will be generated from the daily operations at the Project site. As this is a small to moderate impact, it is not significant.
8. It is not anticipated that there will be any significant adverse impact on the environment from odors during the construction or operational phase of the Project.
9. It is not anticipated that wastes generated during the construction or operation of the Project will cause any significant adverse environmental impact. In addition, with respect to both the construction and operational activities associated with the Project, it is not anticipated that the Project will have a significant adverse impact upon public health and safety.
10. The Project will not create a demand for community provided services.

C. No other potentially significant impacts on the environment are noted in the EAF, and none are known to the Agency.

Section 2. Based upon the foregoing investigation of the potential environmental impacts of the Project and considering both the magnitude and importance of each environmental impact therein indicated, the Agency makes the following findings and determinations with respect to the Project:

A. The Project constitutes an "Unlisted Action" (as said quoted term is defined in the Regulations) and therefore coordinated review and notification of other involved agencies is strictly optional. The Agency hereby determines not to undertake a coordinated review of the Project, and therefore will not seek lead agency status with respect to the Project;

B. The Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment. Therefore, the Agency hereby determines that the Project will not have a significant effect on the environment, and the Agency will not require the preparation of an environmental impact statement with respect to the Project; and

C. As a consequence of the foregoing, the Agency has decided to prepare a negative declaration with respect to the Project.

Section 3. The Executive Director of the Agency is hereby directed to prepare a negative declaration with respect to the Project, said negative declaration to be substantially in the form and to the effect of the negative declaration attached hereto, and to cause copies of said negative declaration to be (A) filed in the main office of the Agency and (B) distributed to the Company.

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
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

3. Consider a Resolution to Accept Northstar 41, LLC's Application

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

Resolution # 01-14-04

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NORTHSTAR 41 LLC (THE "COMPANY").

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

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more "projects" (as defined in the Act) 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, Northstar 41 LLC, a New York 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 a portion of an approximately 55.70 acre parcel of land located at 641 Ridge Road (Tax Map # 78.-1-13.1) in the Town of Chazy, Clinton County, New York (the "Land"), together with an existing approximately 386,000 square foot building located thereon (the "Facility"), (2) the renovation of the Facility and making of other improvements including but not limited to, parking (collectively, the "Improvements") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (the "Equipment") (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be leased by the Company to manufacturing, warehousing, commercial and other industrial multi-use tenants for long term leases; (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, by resolution adopted by the members of the Agency on December 9, 2013 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear, all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on December 18, 2013 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on December 18, 2013 at the Chazy Town Hall located at 9631 Route 9 in the Town of Chazy, Clinton County, New York as well as on the Agency's Website, (C) caused notice of the Public Hearing to be published on December 22, 2013 in The Press Republican, a newspaper of general circulation available to the residents of the Town of Chazy, Clinton County, New York, (D) conducted the Public Hearing on January 6, 2014 at 10:00 a.m., local time at the Chazy Town Hall located at 9631 Route 9 in the Town of Chazy, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on December 9, 2013 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) that the Project involves more than one "involved agency",

and (2) that, although the Project may constitute an “unlisted action”, and coordinated review and notification of other involved agencies is strictly optional with respect to the Project, the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other “involved agencies” for the purpose of ascertaining whether such “involved agencies” were interested in undertaking a coordinated review of the Project and, if so, designating a “lead agency” with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, further pursuant to SEQRA, by resolution adopted by the members of the Agency on January 13, 2014 (the “Final SEQR Resolution”), the Agency determined (A) that the Project constituted an “Unlisted Action” under SEQRA, (B) that the Project would not have a “significant effect on the environment” pursuant to SEQRA and, therefore, that no environmental impact statement need 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, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by undertaking the Project in Clinton County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the “Agency Documents”): (A) a certain lease to agency (the “Lease to Agency” or the “Underlying Lease”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (B) a certain license agreement (the “License to Agency” or the “License Agreement”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the “Lease Agreement”) by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project;

(D) a payment in lieu of tax agreement (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) 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; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency 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 any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); and (I) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Counsel to the Agency has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Clinton County, New York;
- (D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$2,250,000;
- (E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;
- (F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Clinton County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein; and

(I) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire the Project Facility; (C) lease the Project Facility to the Company pursuant to the Lease Agreement; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) secure the Loan by entering into the Mortgage; and (G) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairperson (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency 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 the forms thereof as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. 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 Agency 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 Agency Documents binding upon the Agency.

Section 10. 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
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

4. Consider a Resolution to Re-Convey the East Port Development Corporation, Inc. Project to Livingston, Inc.

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

Resolution No. 01-14-01

RESOLUTION AUTHORIZING RECONVEYANCE OF THE LIVINGSTON INTERNATIONAL, INC., SUCCESSOR BY MERGER TO EASTPORT DEVELOPMENT CORP., INC. PROJECT AND THE EXECUTION OF RELATED DOCUMENTS.

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 warehousing 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 or about May 31, 2002 (the "Closing Date"), the Agency entered into a lease agreement dated as of May 1, 2002 (the "Lease Agreement") with Livingston International, Inc.,

successor by merger to Eastport Development Corp., Inc. (the "Company") for the purpose of undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in a parcel of land located at 102 West Service Road in the Town of Champlain, Clinton County, New York (the "Land"), (2) the construction of an approximately 10,000 square foot building on the Land (the "Facility") and (3) the acquisition and installation of certain machinery and equipment therein and thereon (the "Equipment"), all of the foregoing to constitute a custom brokers warehouse and distribution facility to be leased to Norman G. Jensen, Inc. (the "Tenant") (the Land, the Facility 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 taxes, real estate transfer taxes, transfer gains taxes, mortgage recording taxes and real property 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 Company executed and delivered to the Agency (1) a certain lease to agency dated as of May 1, 2002 (the "Underlying Lease") between the Company as landlord and the Agency, as tenant pursuant to which the Company leased to the Agency the Land and all improvements now or hereafter located on the land (collectively, the "Premises") for a lease term ending on December 31, 2013 and (2) a bill of sale dated as of May 1, 2002 (the "Bill of Sale to Agency"), which conveyed to the Agency all right, title and interest of the Company in the Equipment, (B) the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of May 1, 2002 (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, (C) the Agency mailed to the assessor and 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, (D) 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 and (E) 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"), (the above enumerated documents being collectively referred to as the "Basic Documents"); and

WHEREAS, in order to finance a portion of the costs of the Project, (A) the Company obtained a loan in the principal sum of \$338,000 (the "Loan") from Champlain National Bank (the "Lender"), which Loan was secured by (A) a mortgage dated as of October 5, 2001 (the "Mortgage") from the Company to the Lender, and (B) a collateral assignment of leases and rents dated as of May 1, 2002 (the "Collateral Assignment of Rents") from the Agency and Company to the Lender, (collectively, the "Loan Documents"); and

WHEREAS, pursuant to the Lease Agreement, the Payment in Lieu of Tax Agreement and a letter from the Agency to the Company (the "Correspondence"), attached hereto as Exhibit A, the Agency desires to terminate the Agency's interest in the Project Facility and to convey the Project Facility to the Company (the "Reconveyance"); and

WHEREAS, in connection with the Reconveyance, the Agency will execute a termination of underlying lease dated as of the date of the Reconveyance (the "Termination of Underlying

Lease”), a bill of sale to Company dated as of the date of the Reconveyance (the “Bill of Sale to Company”) and a termination of the Lease Agreement dated as of the date of the Reconveyance (the “Termination of Lease Agreement”) (collectively, with the above documents and any other reconveyance documents, the “Reconveyance 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 Reconveyance; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Reconveyance in order to make a determination as to whether the Reconveyance is subject to SEQRA, and it appears that the Reconveyance 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 Reconveyance, the Agency hereby determines that the Reconveyance constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Reconveyance.

Section 2. Subject to (A) receipt by the Agency of evidence that (i) the Loan Documents and any other documents and all other security interests and liens on the Project Facility involving the Agency have been satisfied and discharged and (ii) all taxes, payments in lieu of taxes and other local fees and assessments relating to the Project, if any, have been paid and (B) approval of the form of the Reconveyance Documents by Agency counsel and (C) receipt by the Chairman of the Agency’s administrative fee and counsel fees relating to the Reconveyance, the Agency hereby authorizes the execution by the Agency of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Sections 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Reconveyance 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 Reconveyance 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 Reconveyance Documents binding upon the Agency.

Section 5. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Reconveyance. Agency Counsel for the

Agency is hereby authorized, at the expense of the Company, to work with the Company, and counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 6. 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
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

Executive Director's Report:

E. Hynes noted that V. Fraas has been reconveyed and the Saranac Power Partners documents are in need of final signatures. There will be 4 reconveyances on February's agenda.

Contract:

The "Automatic Renewal" clause became effective January 1, 2014 for an additional 24-month term.

"Extraordinary or Unusual Project Services." To date, none have been identified for 2014 and the 2013 Pfizer project is complete.

E. Hynes stated that she and C. Jabaut will be attending the NYSEDC Conference on January 22nd and 23rd. E. Hynes has been asked to sit on a panel to present on the local labor policy.

Executive Session:

On a motion by J. VanNatten and seconded by D. Hoover, it was unanimously authorized to go into Executive Session at 12:45.

With no other items to discuss on a motion by D. Hoover and seconded by J. VanNatten, it was unanimously authorized to adjourn the meeting at 12:57.



David Hoover, Vice Chairperson