



Empowering Businesses. Inspiring Growth.

**Michael Torelli, Chairman • Dean Tamburri, Vice Chairman • Vincent Odock, Secretary • James Rinaldi, Board Member
Susan Walski, Board Member • Marc Greene, Board Member • Giovanni Palladino, Board Member
William Fioravanti, Chief Executive Officer • Susan R. Katzoff, General Counsel • Christopher C. Canada, Bond Counsel**

Governance Committee Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a Governance Committee Meeting on February 07, 2023, at 5:30 PM at the Orange County Government Center, 255 Main St., Goshen NY in the first floor Community Room to consider and/or act upon the following:

Order of Business

- **Call Meeting to Order**
- **Roll Call**
- **Proof of Notice**
- **Minutes**
 - Approval of the meeting minutes from January 4, 2023
- **New Business**
 - Proposed *Fee Schedule Changes (revised)*
 - Proposed *By-Laws Changes*
 - Proposed Revised *Application for Incentives*
- **Adjournment**

To watch the livestream, please visit our website: www.ocnyida.com

Dated: February 07, 2023

By: William Fioravanti – Chief Executive Officer



Empowering Businesses. Inspiring Growth.

Michael Torelli, Chairman • **Dean Tamburri**, Vice Chairman • **Vincent Odock**, Secretary • **James Rinaldi**, Board Member
Susan Walski, Board Member • **Marc Greene**, Board Member • **Giovanni Palladino**, Board Member
William Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Christopher C. Canada**, Bond Counsel

Date: January 26, 2023
From: Mike Torelli
RE: Next Meeting Date

Governance Committee Meeting Notice

The next Governance Committee Meeting of
the Orange County Industrial Development

Agency is:

**Tuesday, February 07, 2023
at 5:30pm**

**OC Government Center
255 Main Street, Goshen
Community Room**

To watch the livestream, please visit our website: www.ocnyida.com

Orange County Industrial Development Agency
4 Crotty Lane, Suite 100 • New Windsor, NY 12553
Phone: (845) 234-4192 • Fax: (845) 220-2228 • Email: business@ocnyida.com

Orange County Industrial Development Agency
4 Crotty Lane
New Windsor, NY 12553
(845) 234-4192

Governance Committee Minutes
Wednesday, January 4, 2023

Due to the declaration of a public health emergency and the social distancing requirements imposed at the Federal, State and local level, this meeting was held in accordance with Executive Order 202.1 by video/telephone conference that was made available to the public.

Committee Members Present: Michael Torelli, Dean Tamburri, Dr. Vincent Odock

Committee Members Absent: Mr. Giovanni Palladino

Staff Present: Bill Fioravanti, Sue Katzoff, Legal Counsel (via Zoom), Dennis Brady, AV (via Zoom)

I. Call Meeting to Order

Chairman Torelli called the meeting to order at 5:36 pm.

II. Pledge of Allegiance

III. Roll Call

Mr. Fioravanti acknowledged the Committee members present and noted the absence of Mr, Palladino.

IV. Review Current Policies

Recapture Policy

Chairman Torelli noted an amendment to the agenda that would include reviewing the Project Approval Policy as well which are inserted as part of the OCIDA's UTEP policy. Mr. Fioravanti stated that after reviewing with General Counsel and with a full Board, the policies should be reviewed, and the Recapture and Project Approval policies should be pulled out of the UTEP policy, re-written, and listed as stand-alone policies. The Chairman clarified the Assignment procedure and Counsel added that the company for whom the PILOT was initially granted would have to return to the OCIDA for permission to transfer the project to a new owner. Mr. Fioravanti clarified the New York State portion of the Sales and Use Tax and stated we are required to recoup the State's portion of the sales and use tax. Mr. Fioravanti explained the Recapture component of the policy and reporting and lien processes.

A MOTION TO ACCEPT THE UPDATED RECAPTURE POLICY AND PRESENT IT TO THE FULL FOR CONSIDERATION WAS MADE BY DR. ODOCK, SECONDED BY MR. TAMBURRI, AND PASSED UNANIMOUSLY.

Project Approval Policy

Counsel requested permission to pull the Project Approval policy from the UTEP policy and post it as a separate document so that she and Mr. Fioravanti can review and bring back to the committee if there are any proposed changes with time enough to give every taxing jurisdiction in Orange County, notice of any changes to the UTEP policy.

A MOTION TO ACCEPT THE SEPARATION OF THE “PROJECT APPROVAL” PORTION FROM THE UTEP POLICY AND POST IT AS A SEPARATE DOCUMENT TO BE PRESENTED TO THE FULL BOARD FOR CONSIDERATION WAS MADE BY CHAIRMAN TORELLI, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

Fee Structure

Mr. Fioravanti presented a graph and reviewed the fee structures of regional IDAs which included pricing based on the project sector and other various fees billed throughout the course of the project.

By-Laws

Mr. Fioravanti shared a copy of the by-laws and noted that it lists titles that are no-longer applicable. He and Counsel will review and come back to the Committee with recommendations.

UTEP

Counsel confirmed that any changes made to the UTEP policy requires notice to every taxing jurisdiction in Orange County and a Public Hearing. She will work with Mr. Fioravanti to review the policy and make recommendations at the Governance Committee meeting.

V. Executive Session

A MOTION TO GO INTO EXECUTIVE SESSION TO DISCUSS POTENTIAL LITIGATION WAS MADE BY CHAIRMAN TORELLI, SECONDED BY MR. TAMBURRI, AND PASSED UNANIMOUSLY.

VI. Adjournment

A MOTION TO ADJOURN THE MEETING WAS MADE BY MR. TAMBURRI, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

THE MEETING CLOSED AT 7:15 PM.



OCIDA/OCFC Fee Schedule:
Proposed Revisions for February 7th, 2023 Governance Committee

1. Application Fee

Current: \$5,000 sent to OCIDA/OCFC

Proposed: **\$2,500 each** sent to OCIDA/OCFC and Legal Counsel.

2. Annual Administrative Fee

Current: None

Proposed: **No change**

3. Closing/Admin Fee

Current: Various based upon Industry Sector

Proposed: **STE and/or MRTE Only: 1% of the total benefit.**

Bond Issuance Only: Based on Principal Amount of Bonds....

First \$10M – 1% of Bond Value

Next \$10M-\$25M – .5% of Bond Value

Remaining \$25M and above – .25% of Bond Value

Refinancing Bonds – .5% of the outstanding Bond.

Sector-Based Fees: *Wait until full UTEP review to determine priority sectors/jobs.*

4. Legal Fees

Current: 1/3 of IDA Closing Fee (minimum \$30,000)

Proposed: **“\$30,000-\$40,000 is reasonable for most projects.”**

5. Miscellaneous Fees

Current: None

Proposed: We propose creating the following additional fees....

- Amendments and Assignments – \$1,500;
- ~~Extension of Inducement – \$500;~~
- Termination Fee – \$1,000;
- ~~Assumption of Outstanding Bonds – .125% of the outstanding Bonds;~~
- Fee for Late Annual Reports – ~~Received Feb. 14 – Feb 23 – \$500~~
Received after Feb. 24 – ~~\$1,000~~ \$500

6. Local Labor Monitoring Fees

Current: \$5K for projects < \$5M;

\$10K for projects > \$5M and < \$15M;

\$20K for projects > \$15M and < \$25M;

\$30K for projects > \$25M and < \$50M;

\$45K for projects > \$50M and < \$100M;

\$55K for projects > \$100M and < \$500M.

Proposed: No changes to the above values at present, except to...

- Add an **Agency Administrative Fee** of ~~\$1,000~~ \$500 charged up-front and for every year (12 months) that monitoring is performed.

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY BY-LAWS

ARTICLE 1

THE AGENCY

Section 1. Name. The name of the Agency shall be “Orange County Industrial Development Agency” as established by General Municipal Law, Chapter 390 of the Laws of 1972, specifically Section 912.

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of the Agency. The office of the Agency shall be ~~at The Accelerator, 4 Crotty Lane, Suite 100, Town of New Windsor,~~in Orange County, New York ~~or such other location as the Agency may designate.~~

Section 4. Mission Statement and Powers of the Agency. The mission of the Agency shall be to effectuate the economic development policy and purposes of the General Municipal Law, Section 852, in Orange County, New York. Toward that end, the Agency shall among other things: (1) seek, outreach and process applications for financial assistance from companies ~~and civic agencies;~~ (2) invest in and undertake economic development projects in Orange County with a view toward quality job creation ~~and~~ job retention and other economic benefits; (3) assist in expanding manufacturing opportunities in Orange County ~~through The Accelerator;~~ and (4) improve the quality of life in Orange County recognizing that excellent quality of life enhances economic development.

~~All applications shall be in writing. The geographic base of the Agency shall be all municipalities in Orange County.~~

~~The Agency is required to assess its performance annually. The Agency shall address the following as it measures its performance:~~

~~A. The Accelerator. How many clients reside at The Accelerator, how many jobs have been created and what is the quality and prospects of the clients? Is The Accelerator focusing on manufacturing in different industry sectors? What is the caliber of The Accelerator's marketing outreach, i.e., advertising, public relations, newsletters, seminars, video and in-person presentations, trade shows and visits by~~

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

high government officials?

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

- ~~B. New Company Financial Assistance. How many new companies has the Agency assisted toward locating in Orange County? How many and what type of jobs have been created? Is the Agency's PILOT program working?~~
- ~~C. Retained Company Financial Assistance. How many companies has the Agency assisted toward staying in Orange County? How many and what type of jobs have been retained? Is the Agency's PILOT program working?~~
- ~~D. Quality of Life. How has the Agency contributed to improving the quality of life in Orange County?~~

The Agency shall have all the powers of an Industrial Development Agency authorized by Article 18-A of the General Municipal Law and shall have the power to do all things necessary or convenient to carry out its purposes and exercise the powers authorized herein.

ARTICLE II MEMBERS

Section 1. Board of Directors. The Orange County Industrial Development Agency is composed of a seven member Board of Directors which is appointed by and serves, without compensation, at the pleasure of the Orange County Legislature and shall continue to hold office until his or her successor is appointed. Notwithstanding, the Board of Directors shall be entitled to necessary expenses, including traveling expenses, incurred in the discharge of their duties. Upon the resignation or removal of a Member, a successor shall be selected by the County Legislature. Members may resign at any time by giving written notice to the County Legislator and to the Chairman of the Agency. Unless otherwise specified in the notice the resignation shall take effect upon receipt of the notice by the Chairman or the County Legislator. Acceptance of the resignation shall not be necessary to make it effective.

No Agency Board member, including the Chairman, shall serve as the Agency's Chief Executive Officer, ~~Managing Director, Chief Operating Officer, Chief Financial Officer~~ or hold any other equivalent position.

Section 2. Board Member Responsibilities. The duties and responsibilities of the Board are as follows:

- A. Execute direct oversight of the Agency's chief executive officer and other senior management in the effective and ethical management of the Agency;
- B. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Agency;
- C. Establish policies regarding the payment of salary, compensation and reimbursements and establish rules for time and attendance of the chief executive officer and senior management;
- D. Adopt a Code of Ethics applicable to each officer, director and employee that, at a

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

- minimum, includes the standards established in the Public Officers Law;
- E. Establish written policies and procedures on ~~personnel, including investments, travel, the acquisition of real property, the procurement of goods and services~~ and policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, sexual harassment, malfeasance or other inappropriate behavior by an employee or board member of the Agency, ~~investments, travel, the acquisition of real property~~ and the procurement of goods and services;
 - F. Adopt a defense and indemnification policy and disclosing ~~such plans~~ same to ~~any and all prospective~~ board members;

6

- G. Perform each of their duties as board members in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances and apply independent judgment in the best interest of the Agency;
- H. Upon taking his/her oath of office, each board member executes an acknowledgement in which he/she attests that he/she understands his/her role and fiduciary responsibilities and understands his/her duty of loyalty and care to the Agency and commitment to the Agency's mission and public interest.
- I. Comply with Section 3 below.

Section 3. Training, Independence and Ethics. Upon appointment, all Board members shall participate in State-approved training regarding their legal, fiduciary and ethical responsibilities within one year of their appointment to the Agency. Further, each Board member shall execute a certificate of independence as required by the PAAA. All members of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of industrial development agencies and to adhere to the highest standards of responsible governance as required by the PAAA. All Agency Board members, officers and employees shall be familiar with the Ethics policies as adopted by the Board in accordance with PAAA requirements.

ARTICLE III

OFFICERS

Section 1. Officers and duties. The Officers of the Agency shall be a Chairperson, a Vice Chairperson, ~~a Second Vice Chairperson,~~ and a Secretary and an Assistant Secretary, who shall have such duties, powers and functions as hereinafter provided, and all of whom shall be elected by the members of the Agency at the annual meeting of the Agency in each fiscal year.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairperson shall sign all agreements, contracts, deeds and any other important instruments of the Agency. Before each meeting, the Chairperson shall approve the agenda and submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Agency.

Section 3. Vice ~~Chairpersons~~ Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and, in the case of the resignation of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Agency shall elect a new Chairperson. ~~The Second Vice Chairperson shall perform the same duties in the absence of the Chairperson and Vice Chairperson.~~

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

Section 4. ~~Secretary and Assistant Secretary.~~ The Secretary shall be responsible to keep, or cause to be kept, the records of the Agency, shall act as secretary of the meetings of the Agency and record or cause to be recorded all votes and shall keep, or cause to be kept, a record of the proceedings of the Agency in the form of minutes to be kept for such purpose and shall perform all duties incident to his/her office. He/she shall keep in safe custody, the seal of the Agency and shall have the power to affix the seal to all contracts and other instruments authorized to be executed by the Agency. ~~The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary.~~

Section 5. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required or authorized by the Agency, by the By-Laws of the Agency or by the rules and regulations of the Agency.

Section 6. Office ~~vacancies~~ Vacancies. Should any Agency office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting and such appointment shall be for the unexpired term of said office.

ARTICLE IV

KEY PERSONNEL, AGENTS AND SUBSIDIARIES

Section 1. Chief Executive Officer The CEO shall be hired/appointed by the Agency and shall be responsible for the design, implementation, and management of projects relating to Agency/~~Accelerator~~ operations and for coordinating economic development projects. The CEO shall be accountable for management of all IDA staff. Strategy for the IDA/~~Accelerator is shared with the Managing Director and,~~ once approved by the Board, ~~is responsible for the execution of that strategy~~ shall be implemented by the CEO. He/She shall set goals and objectives for the organization. The CEO shall be the point of media contact for the Agency and ~~The Accelerator and~~ shall present the Agency's and ~~The Accelerator's~~ economic development positions and policies on relevant issues. He/She will work with state, county, and local officials and the Agency's economic development partners, as necessary, on all prospective Agency ~~attraction and retention~~ projects. ~~The CEO has primary authority to execute documents on behalf of the Agency, approve financial transactions, make budget recommendations and form partnerships and networks to support the Agency.~~

~~**Section 2. Managing Director** The Managing Director shall be appointed by the Agency. The Managing Director shall set strategy and exercise management supervision and leadership to the missions of both the Accelerator~~

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

~~and IDA. He/She will be responsible to drive efficiency and process improvement into the Agency and assure appropriate personnel policies and practices are in place and followed. He/She will assure that board initiatives and the mission of the organization are followed and carried out by staff. The Managing Director shall execute and carry out the will of the board. He/she shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated to him/her. He/she shall set goals and objectives for The Accelerator, facilitate grants for Accelerator clients, review financial transactions, make budget recommendations and form partnerships and networks to support Accelerator clients and activities.~~

Section 3

Section 2. Chief Operating Officer.

The Chief Operating Officer shall be appointed by the Agency and shall be responsible for the implementation and management of projects relating to Agency/Accelerator operations and for coordinating economic development projects. He/she shall ensure annual reporting requirements under the PAAA are met and that the Agency's website likewise remains in compliance with PAAA requirements. He/she shall work with state, county and local officials and the Agency's economic development partners on operational matters. The Chief Operating Officer shall attend all Agency meetings with the right to take part in discussions, make policy and budget recommendations and give status reports on Agency projects. The Chief Operating Officer shall perform all other related duties as assigned by the CEO/Managing Director, including acting for and in place of the CEO in executing, authenticating or affixing his/her signature or the seal to any document when such officers are unavailable or unable to perform their duties. He/she shall be the FOIL Officer, and shall be responsible for the filing, recording, and actions of all resolutions, orders, policies, programs or projects of the Agency unless otherwise delegated by the By-Laws or the Chairman.

Section 43. Chief Financial Officer. The Chief Financial Officer shall be appointed by the Agency and shall be responsible for the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as he/she may select according to the Agency's Investment Policy. The Chief Financial Officer shall sign all instruments of indebtedness, all orders and all checks for the payment of money and shall pay out and disburse such monies for the benefit of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments shall be countersigned by the Chairman, CEO or Managing Director. The Chief Financial Officer shall keep books of accounts showing receipts and expenditures and shall render to the Agency at each regular meeting, an accounting of his/her transactions and a report on the financial condition of the Agency. He/she shall prepare the Annual Report and, as Chief Financial Officer, shall affix his/her signature to the Annual Report as required by the PAAA. He/she shall be responsible for the preparation of the annual budget and shall give such bond for the faithful performance of his/her duties if and as the Agency may require. The CFO will report to the COO.

~~**Section 5. Attorney.** The Agency may retain an attorney to act as General Counsel who shall be licensed to practice law in the State of New York. The attorney shall report directly to the CEO and shall be responsible for protecting the interests of the Agency, its members, officers and employees. He/she shall act as "Contract Officer" regarding real property as required by the PAAA and as FOIL appeals officer. The attorney shall prepare Agency resolutions, contracts and other legal documents and he/she shall work in conjunction with the Agency's Bond and Transactional Counsel. The attorney shall be appointed at the annual meeting of the Agency and an annual letter of engagement shall be executed between the Agency and the attorney.~~

~~Section 6~~

~~**Section 4. Additional Personnel and Subsidiaries.** The Agency may, from time to time, employ such personnel or engage such agents ~~and establish such subsidiaries~~ as it deems necessary to exercise its powers, duties and functions as prescribed the New York General Municipal Law and all other laws of the State of New York.~~

~~**Section 7. Outside Agencies.** The Board in fulfillment of the Agency's purposes may engage and contract with other entities as the Agency deems qualified pursuant to guidelines adopted by the Agency. Such engagements shall be reviewed annually and authorized by written agreement at the annual meeting.~~

ARTICLE V

ANNUAL REPORT AND ANNUAL BUDGET

~~**Section 1. Annual Report Reporting.** An Annual Report "PARIS" is required by the Public Authorities Accountability Act (PAAA). The Chief ~~Financial~~Executive Officer is responsible for compiling ~~and~~, preparing and filing the Annual Report, or causing same to be compiled, prepared and filed. The Annual Report shall be posted on the Agency's website and filed with the State as same may be required by the PAAA or other law. The Chief ~~Financial~~Executive Officer, Agency Staff, ~~the Attorney, Bond Counsel~~ and an independent accounting firm shall assist in preparing the Annual Report. The ~~CFO~~CEO shall compile and prepare the Annual Report by March 31 of each year for the preceding fiscal year ending December 31st. The Chief ~~Financial~~Executive Officer shall certify, or cause to be certified, that the financial information contained in the annual report is accurate and does not contain any untrue statements as required by the PAAA. The CFO shall submit the Annual Report by March 31st to the Orange County Executive, the Chairman of the Orange County Legislature and the New York State Authority Budget Office as required by the PAAA via the "PARIS" reporting~~

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
Adopted 12-12-19

system.

Section 2. Annual Budget. The annual budget shall be prepared by the Agency's independent auditor with input from the Chief Financial Executive Officer ~~based upon input from~~, the Chairman, Audit Committee, ~~Managing Director, CEO, Attorney,~~ Agency members, and employees ~~and outside agencies,~~ as applicable. The budget shall contain information on operations and capital construction setting forth the estimated receipts and expenditures for the next fiscal year and the current fiscal year and the actual receipts and expenditures for the last completed fiscal year. The budget shall be prepared during the months of September and October of each year, in time for Agency adoption prior to the mandatory November 1st submission to the Orange County Executive, the Orange County Commissioner of Finance, the Chairman of the Orange County Legislature and the New York State Authority Budget Office as required by the PAAA.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Agency shall begin on the first day of January of each year.

Section 2. Annual Meeting. The annual meeting of the Agency shall be held at the first regularly scheduled meeting in the month of January at its designated meeting place.

Section 3. Regular meetings. Regular meetings of the Agency shall be held upon lawful notice at such times and places as, from time to time, may be determined by resolution of the Agency.

Section 4. Special Meetings. The Chairperson of the Agency may, when he/she deems it desirable, and shall, upon the written request of two members of the Agency, call a Special Meeting of the Agency for the purpose of transacting any business designated in such call or for any business otherwise agreed to by a majority of members present at the call meeting. The call for a Special Meeting may be delivered to each member of the Agency or may be mailed, faxed or e-mailed to the business or home address of each member of the Agency at least two (2) days prior to the date of such Special Meeting or as soon as practicable if meeting is called on less than two (2) days notice. Waivers of Notice may be signed by any members failing to receive proper notice. ~~At such Special Meeting, no business shall be considered other than as designated in the notice but, if all members of the Agency present at a Special Meeting, with or without notice thereof, any business may be transacted at such Special Meeting to the extent permitted by law.~~

Section 5. Quorum. At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business.

Section 6. Order of Business. At the regular meetings of the Agency, the following shall be the order of business unless modified by the Chairperson from time to time:

- A. Roll Call
- B. Approval of Minutes
- C. Financial Report
- D. Reports, as applicable
 - a. Chairperson's Report
 - b. Reports of Officers
 - c. Reports of Committees
- E. New Business
 - Applications and Resolutions
- F. Other Business
- G. Adjournment

The order of business may be altered or suspended at any meeting by the Members of the Agency.

Section 7. Committees. The Board shall have an audit, finance and governance committee. The Board may constitute other committees as it deems appropriate. The members of all committees shall be appointed at the Annual Meeting or as soon thereafter as a quorum can be obtained by the Chairperson of the Agency who shall be an ex officio member of each committee. A quorum of any committee shall consist of a majority of members of that committee. The CEO, ~~Managing Director and/or COO~~ shall attend all committee meetings, if requested, and make such reports and recommendations as he/she deems necessary and advisable. The following constitute the Standing Committees of the Agency and their duties and responsibilities:

A. Audit Committee. The Chairperson shall appoint an Audit Committee comprised of at least three (3) independent members who shall constitute a majority of the Committee. The primary responsibilities of the Audit Committee shall be to recommend the hiring of a certified, independent accounting firm, establish the compensation to be paid to such accounting firm and to provide direct oversight of the performance of the independent audit to be performed annually by the accounting firm. The Audit Committee shall also monitor the Agency's Investment Policy and recommend changes to such policy in consultation with the Chief Financial Officer. In addition, the Audit Committee is charged with the responsibility of evaluating and deciding requests for exemptions from Agency clients from the Agency's local labor policy and for monitoring the work performed by the firm retained by the Agency for auditing adherence to such local labor policy.

B. Governance Committee. The Chairperson shall appoint a Governance Committee comprised of at least three (3) independent members who shall constitute a majority of the Committee. The primary responsibilities of the Governance Committee shall be to keep the Board informed of best governance practices, review corporate

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County Industrial Development Agency By-Laws~~
~~Adopted 12-12-19~~

governance trends, update the Board's corporate governance practices, advise Board members on the skills and experiences required of potential board members, examine ethical and conflicts of interest issues, perform Board self-examinations and recommend By-Laws that include rules and procedures for conduct of Board business.

~~C. **Human Resources Committee.** The Chairperson shall appoint a Human Resources Committee comprised of two (2) independent members who shall constitute a majority of the Committee. The primary responsibilities of the Human Resources Committee shall be to annually conduct performance evaluations of senior managers, recommend salary adjustments, conduct interviews to fill vacancies in senior management and conduct searches and interviews for consultants as, from time to time, may be required by the Agency.~~

~~D. **Accelerator Committee.** The Chairperson shall appoint an Accelerator Committee comprised of three (3) independent members who shall constitute a majority of the Committee. The primary responsibilities of this committee shall be to set strategy and oversight for the operations of the Accelerator.~~

~~C. **E. Finance Committee.** The Chairperson shall appoint a Finance Committee comprised of the three (3) independent members of the Audit Committee, the primary purpose of which shall be to oversee the Agency's debt and debt practices and to recommend policies concerning the Agency's issuance and management of debt.~~

~~**Section 8. Manner of Voting.** The voting on all questions coming before~~All action taken by the Agency shall be by roll call and the yeas and nays shall be entered into the minutes of such meeting, except in~~require a vote by a majority of the~~ease~~total number of appointments when the vote may be by ballot.~~

~~**Section 9. Rules of Procedure.** All meetings of the Agency shall be conducted~~substantially~~members of the board~~in accordance with~~Robert's Rules of Order~~Section 2826 of the New York State Public Authorities Law.

ARTICLE VII

AMENDMENTS

Section 1. Amendment to By-Laws. The By-Laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Agency.

Orange County Industrial Development Agency By-Laws
As amended

~~Orange County~~Industrial Development Agency By-Laws
Adopted 12-12-19

Document comparison by Workshare 10.0 on Wednesday, February 1, 2023
3:53:39 PM

Input:	
Document 1 ID	iManage://bhlawpllc-dms.imatech.com/Legal/6175192/1
Description	#6175192v1<Legal> - OCIDA - By-Laws
Document 2 ID	iManage://bhlawpllc-dms.imatech.com/Legal/6175192/2
Description	#6175192v2<Legal> - OCIDA - By-Laws
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	61
Deletions	75
Moved from	2
Moved to	2
Style changes	0
Format changes	0
Total changes	140



Empowering Businesses. Inspiring Growth.

APPLICATION FOR FINANCIAL ASSISTANCE

(Applicant Name)

(Date of Application)

Orange County IDA
4 Crotty Lane, Suite 100 New Windsor, NY 12553
Phone: 845-234-4192 Fax: 845-220-2228
www.ocnyida.com business@ocnyida.com

Updated January 3, 2023



Empowering Businesses. Inspiring Growth.

OCIDA Board

Michael Torelli
Chairman

Dean Tamburri
Vice Chairman

Vincent Odock
Secretary

James Rinaldi
Board Member

Susan Walski
Board Member

Marc Greene
Board Member

Giovanni Palladino
Board Member

OCIDA Staff

Bill Fioravanti
Chief Executive Officer

Kelly Reilly
Project Manager

Martha Borrás
Administrative Assistant

Bousquet Holstein PLLC
IDA Legal Counsel

Hodgson Russ LLP
IDA Bond Counsel



Empowering Businesses. Inspiring Growth.

MISSION STATEMENT

“The mission of the Orange County Industrial Development Agency is to **promote economic growth** through a program of incentives-based allocations that assist in the construction, equipping and maintenance of specific types of projects and facilities. The IDA works to advance the health, prosperity and economic welfare of our County’s citizens by **retaining and creating jobs and attracting new businesses.**”



Empowering Businesses. Inspiring Growth.

Index

The sections below make up the information and documents that must be completed and submitted to the OCIDA for a project application to be considered. Failure to provide the required information may cause a delay in the project being considered in a timely manner.

Section I. Applicant Information..... 5
Financial Information..... 11
Section II. Project Information 11
Section III. Project Costs & Financing 15
Section IV. Employment Plan..... 19
Section V. Representations by the Applicant..... 23

Fill in all blanks, using "none" or "not applicable" or "N/A" where the question does not pertain to the applicant's project.

Attachments

Hold Harmless Agreement.....28
Appendix A - Conflict of Interest Statement.....29
Exhibit A - Fee Schedule30
Exhibit B - Project Scoring Criteria33
Exhibit C - Labor Policy.....35



Empowering Businesses. Inspiring Growth.

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

A) APPLICANT

Company Name: _____

Mailing Address: _____

Phone No.: _____

Fax No.: _____

Fed Id. No.: _____

Contact Person: _____

Title: _____

Contact Phone No.: _____

Contact Email: _____

IDA Management must be able to reach the Applicant's Contact throughout the duration of the Agreement. Should this information change at any time IDA Management should be notified Immediately. Please initial stating you understand and consent to the above _____

B) INDIVIDUAL COMPLETING APPLICATION

Name: _____

Company Name: _____

Title: _____

Address: _____

Phone No.: _____

Fax No.: _____

Email: _____

C) APPLICANT'S COUNSEL

Name: _____

Address: _____

Phone No.: _____

Fax No.: _____

Email: _____

IDA Management must be able to reach the Applicant's Counsel throughout the duration of the Agreement. Should this information change at any time IDA Management should be notified immediately. Please initial stating you understand and consent to the above _____

D) APPLICANT'S AUDIT CONTACT

Name: _____

Address: _____

Phone No.: _____

Fax No.: _____

Contact Email: _____

E) APPLICANT'S GENERAL CONTRACTOR/CONSTRUCTION MANAGER

Name/Contact: _____

Address: _____

Phone No.: _____

Fax No.: _____

Email: _____

F) Principal Owners/Officers/Directors (list owners with 15% or more in equity holdings with percentage ownership):

Name	Office Held	% of Ownership	% of Voting Rights

**Please attach chart if space provided is not sufficient.

G) Corporate Structure (attach schematic if applicant is a subsidiary or otherwise affiliated with another entity)

Form of Entity

Corporation

Date of Incorporation: _____

State of Incorporation: _____

Partnership

General or Limited

Number of general partners _____

If applicable, number of limited partners _____

Date of formation _____

Jurisdiction of Formation _____

Limited Liability Company/Partnership (number of members _____)

Date of organization: _____

State of Organization: _____

Sole Proprietorship

H) If a foreign organization, is the applicant authorized to do business in the State of New York?

Yes or No

If no, please explain below:

****Please attach narrative if space provided is not sufficient.**

I) If any of the above persons, or a group of them, owns more than a 50% interest in the company, list all other organizations which are related to the company by such persons

having more than a 50% interest in such organizations.

****Please attach chart if space provided is not sufficient.**

J) Is the company related to any other organization by reason of more than 50% common ownership? If so, indicate name of related organization and relationship.

****Please attach narrative if space provided is not sufficient.**

K) Has the Applicant or any of its affiliated organizations ever received OCIDA benefits?

Yes or No

If yes, please describe the assisted project below:

****Please attach narrative if space provided is not sufficient.**

L) Legal Questions:

1. Is the Company presently the subject of any litigation, or is any litigation threatened, which would have a material adverse effect on the Company's financial condition?
 Yes or No
2. Has the company or any of its affiliates ever been involved in bankruptcy, a creditor's rights or receivership proceeding, or sought protection from creditors?
 Yes or No
3. Has the Company ever settled a debt with a lending institution for less than the full amount outstanding?
 Yes or No
4. Has any senior manager, member, officer or principal of the Company ever been convicted or any felony or misdemeanor, other than a minor traffic violation, or are any such charges pending?
 Yes or No
5. Has the Company or any of its affiliates, been cited for a violation of federal, state, or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution or operating practices?
 Yes or No
6. Are there any outstanding judgments or liens pending against the Company other than liens in the normal course of business?
 Yes or No
7. Is the Company delinquent on any New York State, federal or local tax obligations?
 Yes or No

8. Is the applicant (Company) in compliance with local, state, and federal laws, workers' compensation protection, and environmental laws?

Yes or No

If your answer is "YES" for any of the above questions, please provide an explanation:

**Please attach narrative if space provided is not sufficient.

M) Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year?

Yes or No

If yes, please attach offering statement used.

N) Brief description of Company History (formation, growth, transitions, location):

**Please attach narrative if space provided is not sufficient.

Estimated % of sales within the County:

Estimated % of sales outside the County but within NYS:

Estimated % of sales outside NYS but within the U.S.:

Estimated % of sales outside the U.S.:

O) Sales and income projection or a project pro forma for proposed project for the next 3 to 5 years.

**Please attach chart if space provided is not sufficient

FINANCIAL INFORMATION OF THE COMPANY

A. For existing businesses:

- The Applicant must submit three (3) years of accountant prepared financial statements.
- The Applicant must submit a current Certificate of Good Standing from the Department of State for the business.

B. For new businesses:

- The Applicant must submit three (3) years of personal tax returns for the owner(s).
- The Applicant must submit three (3) years of tax returns for the related businesses as well as Certificates of Good Standing from the Department of State.

The requested Financial Information of the Company is to be kept confidential and is not subject to the Freedom of Information Law (FOIL).

II. PROJECT INFORMATION

A) Project Address: _____

Tax Map Number _____
(Section/Block/Lot)

Located in City of _____

Located in Town of _____

Located in Village of _____

School District of _____

B) Are utilities on site?

Water _____ Electric _____
Gas _____ Sanitary/Storm Sewer _____

C) Present legal owner of the site _____
If not the Applicant, who is owner and by what means will the site be acquired? If leasing, when does the lease end?

D) Zoning of Project Site: Current: _____ Proposed: _____

E) Are any variances needed? _____

F) Environmental Information. An Environmental Assessment Form (EAF) MUST be completed and submitted along with this application. Please visit <https://www.dec.ny.gov/permits/6191.html> for the online EAF Mapper Application and EAF Forms.

1. Have any environmental issues been identified on the property?

Yes or No

If yes, please explain:

2. Has any public body issued a State Environmental Quality Review Act determination for this Project?

Yes or No

If yes, please attach to this application.

G) Attach copies of preliminary plans or sketches of proposed construction or rehabilitation or both.

H) Statement describing project. Include all uses and services, allocated square footages, improvements and equipment to be installed (i.e. land acquisition, construction of manufacturing facility, all exterior renovations including landscaping, etc.):

**Please attach narrative if space provided is not sufficient.

Attach a detailed description of the proposed project including all uses and services and allocated square footages, improvements and equipment to be installed.

I) Statement describing the impact of incentives on this project, should they be granted:

**Please attach narrative if space provided is not sufficient.

J) Statement describing the economic benefit to the surrounding community resulting from this project:

**Please attach narrative if space provided is not sufficient.

K) Anticipated Date of Completion: _____

L) Anticipated Date of Occupancy: _____

M) Principal use of project upon completion:

- | | | | |
|--|---------------------------------------|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> manufacturing | <input type="checkbox"/> warehousing | <input type="checkbox"/> research | <input type="checkbox"/> offices |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> recreation | <input type="checkbox"/> retail | <input type="checkbox"/> residential |
| <input type="checkbox"/> Training | <input type="checkbox"/> data process | | |

If other, explain: _____

Identify NAIC Code, if applicable _____
(see <https://www.census.gov/naics/>)

Project Data

1. Project site (land)

(a) Indicate approximate size (in acres or square feet) of project site.

(b) Are there buildings now on the project site? Yes No

(c) Indicate the present use of the project site.

(d) Indicate relationship to present user of project.

2. Does the project involve acquisition of an existing building or buildings? If yes, indicate number, size, and approximate age of buildings:

3. Does the project consist of the construction of a new building or buildings? If yes, indicate number and size of new buildings:

4. Does the project consist of additions and/or renovations to existing buildings? If yes, indicate nature of expansion and/or renovation:

5. Estimated Start Date of Construction: _____

6. Estimated End Date of Construction: _____

Has construction work on this project begun? Yes or No

Complete the following

- | | | |
|----------------------------|--|------------------|
| (a) site clearance | <input type="checkbox"/> Yes <input type="checkbox"/> No | _____ % complete |
| (b) foundation | <input type="checkbox"/> Yes <input type="checkbox"/> No | _____ % complete |
| (c) footings | <input type="checkbox"/> Yes <input type="checkbox"/> No | _____ % complete |
| (d) steel | <input type="checkbox"/> Yes <input type="checkbox"/> No | _____ % complete |
| (e) masonry work | <input type="checkbox"/> Yes <input type="checkbox"/> No | _____ % complete |
| (f) other (describe below) | <input type="checkbox"/> Yes <input type="checkbox"/> No | _____ % complete |

7. If any space in the project is to be leased to third parties, indicate total square footage of the project amount to be leased to each tenant and proposed use by each tenant.

N) NAICS Code: _____

III. PROJECT COSTS & FINANCING

A) Estimated Project Costs

1. State the costs reasonably necessary for the acquisition, construction, and/or renovation of the Project:

Description of Cost Type	Total Budget Amount
Land Acquisition	
Site Work/Demo	
Building Construction & Renovation	
Furniture, Fixtures	
Equipment Subject to NYS Production Sales Tax Exemption (Manufacturing)	
Engineering/Architects Fees	
Financial Charges	
Legal Fees	
Other	
Management /Developer Fee	
Total Project Cost	
Total Construction Budget (Project Cost – Acquisition Costs)	

Project refinancing; estimated amount
(for refinancing of existing debt only) \$ _____

2. Sources of Funds for Project Costs:

(a) Bank Financing: \$ _____

(b) Equity (excluding equity that is attributed to grants/tax credits) \$ _____

- (c) Tax Exempt Bond Issuance (if applicable) \$ _____
- (d) Taxable Bond Issuance (if applicable) \$ _____
- (e) Public Sources
(include sum total of all state and federal grants and tax credits) \$ _____

Identify each state and federal grant/credit:

_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

Total Sources of Funds for Project Costs: \$ _____

The total amount of public sector funding should equal the public sector amount listed in (2)(e) above.

B) Financial Assistance Requested (estimated values):

Applicants requesting exemptions and/or abatements from OCIDA must provide the estimated value of the savings they anticipate receiving. New York State regulations require OCIDA to recapture any benefit that exceeds the amount listed in this application.

1. Is the Applicant expecting that the financing of the Project will be secured by one or more mortgages: Yes No

If yes, list amount requested and name of lender: _____

2. Benefits Requested:

- Sales Tax Exemption Tax-Exempt/ Taxable Revenue Bond
- Mortgage Recording Tax Exemption Real Property Tax Agreement

C) Amount of Exemption/Abatement Requested:

IDA PILOT Benefit:

1. Is the Applicant requesting a payment in lieu of tax agreement (PILOT) for the purpose of a real property tax abatement? Yes No

If yes, identify from the Agency's UTEP the category of PILOT requested:

Is the Applicant requesting any real property tax abatement that is **inconsistent** with the Agency's UTEP? Yes No

Please contact the Executive Director prior to submission of this Application for assistance with PILOT calculation.

Sales and Use Tax:

2. Estimated value of Sales Tax exemption for facility construction, fixtures and equipment:

\$ _____ X .08125 (4.125% State, 4% local) = \$ _____

*(Amount of project cost subject to tax)

Mortgage Recording Tax Exemption Benefit:

3. Estimated value of Mortgage: \$ _____

Estimated value of Mortgage Recording Tax exemption:

\$ _____ X .0075 = \$ _____

(Projected Amount of Mortgage X Mortgage Recording Tax = Total)

****To calculate the value of this exemption take 1.05% of the mortgage amount from (C)(3) above to get the "mortgage recording tax" and then multiply the mortgage recording tax figure by 75%. You will receive an exemption equal to 75% of the mortgage recording tax.**

Tax-Exempt/ Taxable Revenue Bond Benefit:

Amount of Bonds, if requested: \$ _____

Is a purchaser for the Bonds in place? Yes or No

D) Likelihood of Undertaking Project without Receiving Financial Assistance

Please confirm by checking the box below, will this project move forward without the requested incentives?

Yes or No

If the Project will be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be given economic incentives by the Agency:

E) In accordance with N.Y. GML Sec. 862(1):

- 1. Will the Project primarily consist of retail facilities that will be primarily used in making sales of goods or services to customers who personally visit the Project site as defined in Section 862(2)(a) of the GML?**

Yes No

If yes, will the cost of these facilities exceed one-third of the total Project cost?

Yes No

- 2. Will the Project be in a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (i) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? (Source: United States Census Bureau <https://factfinder.census.gov/>).**

Yes No

- 3. Is the Project site designated as an Empire Zone?**

Yes No

- 4. Is the Project location or facility likely to attract a significant number of visitors from outside the Mid-Hudson Economic Development Region (i.e.: Orange, Dutchess, Putnam, Rockland, Sullivan, Ulster, and Westchester counties)?**

Yes No

- 5. Will the Project make available goods or services which are not currently reasonably accessible to the residents of the municipality within which the proposed Project would be located?**

Yes No

- 6. Will any other companies or related facilities within the state close or be subjected to reduced activity as a result of this Project? If so please list the town and county of the location(s):**

Yes No

- 7. Will the completion of the Project result in the removal of a plant or facility of the Applicant from one area of the State New York to another area of the State of New York?**

Yes No

- 8. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Applicant located in the State of New York?**

Yes No

a. If any answer to questions 1, 2 or 3 above is yes, is the Project reasonably necessary to discourage the Applicant from removing such other plant or facility to a location outside the State of New York?

Yes No

b. If any answer to questions 1, 2 or 3 above is yes, is the Project reasonably necessary to preserve the competitive position of the Applicant in its respective industry?

Yes No

IV. EMPLOYMENT PLAN

A) **Current Employee Headcount:**

	Current # of jobs at proposed project location or to be relocated to project location from existing facility (e.g. retained jobs)	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED within THREE Years after Project completion			Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE years after Project Completion**				
		End of Year 1	End of Year 2	End of Year 3	End of Year 1	End of Year 2	End of Year 3	Total New Jobs After 5 Years	Total Retained Jobs After 5 Years
Full Time (FTE)									
Part Time (PTE)									
Total									

Full-time Employee Definition: (i) a full-time, permanent, private-sector employee on the Company's payroll, who has worked at the Project Location for a minimum of 35 hours per week for more than six months of a year and who is entitled to receive the usual and customary fringe benefits extended by Recipient to other employees with comparable rank and duties; or (ii) two part-time, permanent, private sector employees on Recipient's payroll, who have worked at the Project Location for a combined minimum of 35 hours per week for more than six months of a year and who are entitled to receive the usual and customary fringe benefits extended by Recipient to other employees with comparable rank and duties.

**For the purposes of this question, please estimate the number of FTE and PTE jobs that will be filled, as indicated in the third column, by residents of the Labor Market Area, in the fourth column. The Labor Market Area includes Orange County and the surrounding region (or six other contiguous counties, including Orange County, chosen at the Agency's discretion).

B) Salary and Fringe Benefits for Jobs to be Created:

Category of Jobs to be Created	Number of Jobs to be created in Year 1	Number of Jobs to be created in Year 2	Number of Jobs to be created in Year 3	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
Management					
Professional					
Administrative					
Sales					
Production/ Manufacturing					
Independent Contractor					
Other (specify)					

If there is a salary range larger than \$20,000 in a category above please provide additional breakdown information below:

**Please attach breakdown if space provided is not sufficient.

C) Salary and Fringe Benefits for Jobs to be Retained:

Category of Jobs to be Retained	Current Number of Jobs	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
Management			
Professional			
Administrative			
Sales			

Production/ Manufacturing			
Independent Contractor			
Other (specify)			

D) Describe the benefits or benefits package offered to employees:

****Please attach narrative if space provided is not sufficient.**

E) Describe internal training and advancement opportunities offered to employees:

****Please attach narrative if space provided is not sufficient.**

V. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JPTA") in which the project is located.
- B. First Consideration for Employment In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the proposed project.
- C. A liability and contract liability policy for a minimum of three million dollars will be furnished by the Applicant insuring the Agency.
- D. Annual Sales Tax Fillings In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the Applicant.
- E. Annual Employment Reports and Outstanding Bonds: The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency on an annual basis, reports regarding the number of FTE at this Project site. The Applicant also understands and agrees to provide on an annual basis any information regarding bonds, if any, issued by the Agency for the Project that is requested by the Comptroller of the State of New York.
- F. Compliance with N.Y. GML Sec. 862(1): : In accordance with §862 (1) of the New York General Municipal Law, the Applicant understands and agrees that projects which will result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the Project occupant within the state is ineligible for Agency Financial Assistance, unless otherwise approved by the Agency as reasonably necessary to preserve the competitive position of the Project in its respective industry.
- G. Compliance with Applicable Laws: The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

- H. False and Misleading Information: The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- I. Recapture: Should the Applicant not expend, hire as presented, or violates Sales Tax Exemption regulations, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- J. Rescission of Benefits Conferred: Applicant understands and agrees that in the event that (a) the Applicant does not proceed to final Agency approval within six (6) months of the date the Agency adopts its initial approval resolution and/or (b) close with the Agency on the requested financial assistance within twelve (12) months of the date the Agency adopts its initial resolution, the Agency reserves its right to rescind and cancel all prior approvals. In the event the Agency rescinds its approvals and the Applicant re-applies to the Agency, the Applicant understands and agrees that its re-application will be subject to any and all changes in law, Agency policies or fees imposed by the Agency that are in effect as of the date of re-application.
- K. Absence of Conflicts of Interest: The applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:
- L. Freedom of Information Law (FOIL): The applicant acknowledges that the OCIDA is subject to New York State's Freedom of Information Law (FOIL). Applicants understand that all project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.
- M. The IDA is legally required to submit an annual PARIS report to the state that requires information from each project. Applicant participation is **NOT OPTIONAL. ALL INFORMATION** must be submitted in a **COMPLETE** and **TIMELY** manner. Failure to comply with this request **WILL RESULT** in a **LOSS/RECAPTURE** of **ALL OR SOME** of your benefits.
- N. GML Compliance: The Applicant certifies that, as of the date of the Application, the proposed project is in substantial compliance with all provisions of NYS General Municipal Law Article 18-A, including but not limited to Sections 859-a and 862(1).
- O. OCIDA's Policies: The Applicant is familiar with all of OCIDA's policies posted on its website <https://www.ocnyida.com> and agrees to comply with all applicable policies.
- P. Disclosure: Article 6 of the Public Officers Law declares that all records in the possession of the OCIDA (with certain limited exceptions) are open to public inspection and copying. If the Applicant feels that there are elements of the Project which are in the nature of trade secrets which, if disclosed to the public or otherwise widely disseminated, would cause substantial injury to the Applicant's competitive position, the Applicant must identify such elements in writing and request that such elements be kept confidential. In accordance with Article 6 of the Public Officers Law, if requested, OCIDA may also redact personal, private, and/or

proprietary information from publicly disseminated documents. The Applicant understands that the Applicant must identify in writing to OCIDA any information it deems proprietary or personal and seeks to have redacted and the rationale therefore.

- Q. **Reliance:** THE APPLICANT ACKNOWLEDGES THAT ALL ESTIMATES OF PROJECTED FINANCIAL IMPACTS, VALUE OF FINANCIAL ASSISTANCE REQUESTED, AND OTHER INFORMATION CONTAINED IN THIS APPLICATION WILL BE RELIED UPON BY OCIDA AND ANY CHANGES IN SUCH INFORMATION MUST BE MADE IN WRITING AND MAY IMPACT THE GRANT OF FINANCIAL ASSISTANCE TO THE PROJECT.
- R. **Prevailing Wage:** The Company hereby acknowledges and agrees that the Financial Assistance being provided by the Agency under the Company Documents constitutes "public funds" unless otherwise excluded under Section 224-a(3) of the New York Labor Law, and by executing this Agreement, (i) confirms that it has received notice from the Agency pursuant to Section 224-a(8)(d) of the New York Labor Law and (ii) acknowledges its obligations pursuant to Section 224-a(8)(a) of the New York Labor Law. Other than the Agency Financial Assistance estimates provided herein and disclosed to the Company, the Agency makes no representations or covenants with respect to the total sources of "public funds" received by the Company in connection with the Project.

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPLICATION

VERIFICATION

STATE OF _____)
) SS.:
COUNTY OF _____)

_____, deposes and says that s/he is the
(Name of Individual)
_____, of _____
(Title) (Applicant Name)

that s/he is the CEO or a person authorized to bind the company/applicant, and has personally completed and read the foregoing Application, which includes and incorporates all attachments and exhibits, and knows the contents thereof and that the same is true, accurate, and complete to the best of her/his knowledge, as subscribed and affirmed under the penalties of perjury. The grounds of deponent's beliefs relative to all matters in the said Application which are not stated upon her/his own personal knowledge are investigations which the deponent has caused to be made concerning the subject matter of the Application as well as, if applicable, information acquired by deponent in the course of her/his duties/responsibilities for the Applicant and from the books and records of the Applicant. The deponent also acknowledges the receipt of the schedules attached to the Application, including but not limited to the Agency's fee schedule and assumes responsibility for payment of any and all applicable fees as described therein. Deponent further acknowledges review and understanding of the Agency's published policies, including but not limited to the Agency's Recapture Policy, and agrees on behalf of the Applicant to be bound by and comply with, all such policies.

Applicant Representative's Signature

Title

Subscribed and sworn to before me this
____ day of _____, 20 ____.

Notary Public

This Application should be submitted to:

Orange County Industrial Development Agency
c/o Michael Torelli, Chairman
Orange County Business Accelerator
4 Crotty Lane, Suite 100
New Windsor, NY 12553

The Agency will collect an administrative fee at the time of closing.

SEE ATTACHED FEE SCHEDULE AT EXHIBIT "A".

Transaction Counsel
Susan R. Katzoff, ESQ.
Bousquet Holstein PLLC
110 West Fayette Street
One Lincoln Center, Suite 1000
Syracuse, NY13202
Tel: (315) 701--6303
Fax: (315) 410-1557
Email: skatzoff@bhlawpllc.com



Empowering Businesses. Inspiring Growth.

HOLD HARMLESS AGREEMENT

Applicant hereby releases the ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY and the members, officers, servants, agents and employees thereof (the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in processing of the Application, including attorneys' fees, if any.

(Applicant Signature)

By: _____

Name: _____

Title: _____

(Notary Public)

Sworn to before me this ____ day
of _____, 20__.

[stamp]

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPLICATION

**APPENDIX A
CONFLICT OF INTEREST STATEMENT**

Agency Board Members

1. Michael Torelli
2. Dean Tamburri
3. Vincent Odock
4. Marc Greene
5. Giovanni Palladino
6. James Rinaldi
7. Susan Walski

Agency Officers/Staff

1. Bill Fioravanti
2. Kelly Reilly
3. Martha Borrás

Agency Legal Counsel

1. Bousquet Holstein PLLC
2. Hodgson Russ LLC

The Applicant has received from the Agency a list of members, officers, and staff of the Agency. To the best of my knowledge, no member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

Signature:

Authorized Representative:

Title:

Date:

EXHIBIT "A"



Empowering Businesses. Inspiring Growth.

FEE SCHEDULE

Application Fee:

\$5,000 non-refundable, due at application, broken down as follows:

IDA Administrative Fee: \$2,500

IDA Transaction Counsel Fee: \$2,500

Labor Policy Monitoring Fee (based on project cost):

This fee will be deposited into a non-interest bearing escrow account and will fund the ongoing audit of Labor Policy compliance throughout construction. Any unused funds on deposit with the IDA will be returned to the company upon project completion.

Projects less than \$5M:	\$5,000.00
Projects greater than \$5M but less than \$15M:	\$10,000.00
Projects greater than \$15M but less than \$25M:	\$20,000.00
Projects greater than \$25M but less than \$50M:	\$30,000.00
Projects greater than \$50M but less than \$100M:	\$45,000.00
Projects greater than \$100M but less than \$500M:	\$55,000.00
Projects greater than \$500M:	To be determined

Closing Fee:

IDA Fee

****Per OCIDA scoring criteria. See Attached.**

Manufacturing Sector

1% of the first \$2,000,000 of the project cost (as identified on page 12 of this application), plus .5% of amount above that, due at closing (total project cost includes land acquisition costs).*

Distribution/Warehouse Sector

1% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

Retail Sector - Stores

485B: 2% of the first \$2,000,000 of the project cost (as identified on page 12 of this application), plus 1% of amount above that, due at closing (total project cost includes land acquisition costs).*

Retail Sector – Back Office/Medical

10 year PILOT: 1% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

Hotel Sector (Per Scoring Criteria)

10 year PILOT: 1% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

4 year PILOT: 1% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

Tourism Sector

\$0-\$30M Capital Cost: 1% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

\$30-\$100M Capital Cost: .75% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

Over \$100M Capital Cost: .50% of the project cost (as identified on page 12 of this application), due at closing (total project cost includes land acquisition costs).*

“Special Projects”

TBD per project

IDA Transaction Counsel Fee:

One-third (1/3) of IDA fee (minimum of \$30,000 – to be reduced for smaller projects on case by case basis - plus out of pocket expenditures). Legal fees due regardless of closing on any benefits.

Local Labor Policy Monitoring:

The IDA will use a third-party firm or firms to monitor compliance with the Local Labor Policy (attached hereto). All costs incurred by the IDA in connection with such monitoring, should they exceed the amount collected at application, shall be the responsibility of the Company.

NOTE: IDA reserves the right to seek additional IDA and Transaction Counsel fees for exceptionally complex/large transactions.

Please make all Checks payable to:

Orange County Industrial Development Agency

Mail to:

*4 Crotty Lane
New Windsor, NY 12553*

*In the event that an applicant does not seek or does not qualify for an OCIDA PILOT or the equivalent of the State's 485-b program, the fee will be a straight one-half percent (0.5%) of the project cost.

The OCIDA Fee Schedule is the standard used when calculating all project fees. These fees are not open for negotiation. Please initial stating you understand and consent to the above _____

Closing Fee:

Please be advised should the Orange County IDA act to adopt the Final Resolution for your project a fee will be due at closing.

If at any time the project costs change prior to the Final Resolution, please inform management immediately for closing fee recalculation purposes.

Please initial stating you understand the foregoing, have provided accurate project costs, and consent to the estimated closing fee provided above _____

EXHIBIT "E"



Empowering Businesses. Inspiring Growth.

PROJECT SCORING CRITERIA

To be completed/calculated by AGENCY

Project Name: _____ **Score:** _____

1. Strategic Vision (0 OR 5)*:

- a. Does the project fit into preferred industry categories (manufacturing, industrial, medical, office, tourism)?
- b. Capitalizes upon un-or-under-employed, available talent pool?

2. Ratable Value (Capital Expenditure) (0 – 5):

- a. Investment in property resulting in increased ratables in municipality.
- b. Utilizes brownfield or otherwise "undesirable" parcel
- c. Return non-taxable property tax rolls
- d. "Brownfield remediation" would receive a 5

3. Number of Jobs (1 – 5):

- a. NOT sliding scale; relative to industry

4. Quality of Jobs (0 – 5):

- a. Defined as
 - 0 = ANY jobs at minimum wage
 - 1 = ALL jobs over \$15/hour
 - 2 = 25% over \$25/hr plus benefits
 - 3 = 50% over \$25/hr plus benefits
 - 4 = 75% over \$25/hr plus benefits
 - 5 = ALL jobs over \$25/hr plus benefits

Project Name:

Score:

5. Location (1 OR 5):

- a. 1 = In Orange County
- b. 5 = Designated growth zone, as identified by IDA (ex. Port Jervis, Highland Falls)

6. Desirability (0 – 5)*:

- a. Does the project have local political support?
- b. Support letter from Supervisor/Mayor
- c. Is there favor, locally, for the project?
- d. Is the project remediating a brownfield or repurposing a zombie property?
- e. Is the parcel located in federally distressed area?
- f. Has project construction already begun?

TOTAL

** Speculative Buildings - identified as a project built with no end-user committed - results in an automatic 0 in these categories*

2-10 - Low/No PILOT

11-20 - Medium/Sector-based PILOT

21-30 - High/Qualifies for "Goliath" PILOT

EXHIBIT "C"



Empowering Businesses. Inspiring Growth.

LABOR POLICY

Adopted 01-12-17

The Orange County Industrial Development Agency (IDA) was established for the purpose of creating employment opportunities for, and to promote the general prosperity and economic welfare of the residents of Orange County. The IDA offers economic incentives and benefits to qualified applicants who wish to locate or expand their businesses or facilities in Orange County. When the IDA approves a project, it enters into agreements to extend these incentives and benefits to the applicant.

Construction jobs, though limited in time duration, are vital to the overall employment opportunities and economic growth in Orange County. The IDA believes that companies benefiting from its incentive programs should employ local laborers, mechanics, craft persons, journey workers, equipment operators, truck drivers and apprentices (hereinafter "construction workers"), including those who have returned from military service, during the construction phase of projects. In this way, the IDA can generate significant benefits to advance the County's general prosperity. It is, therefore, the policy of the IDA that firms benefiting from its programs shall employ workers from Orange County and the "local labor" market during all project phases, including the construction phase.

For the purpose of this policy, the "local labor" market for construction workers shall be defined as those individuals living in Orange, Ulster, Sullivan, Dutchess, Putnam, Rockland and Westchester Counties. Applicants receiving IDA benefits shall ensure the contractor/developer hire at least 85% from the "local labor" market for their approved projects. The 85% shall be by contractor and in total at the time of completion of the project. The contractor/developer is mandated to keep daily log sheets of all field workers, commencing on the date of application. Any work performed after application shall be included in the determination of overall compliance with the 85% hiring requirements of this policy. A third-party auditing firm will be engaged to monitor construction work commencing on the date benefits are granted by resolution of the IDA Board.

However, the IDA recognizes that the use of local labor may not be possible for the following reasons and the applicant may request an exemption on a particular contract or trade scope for the following reasons:

1. Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation by only approved installers;

2. Specialized construction is required and no local contractors or local construction workers have the required skills, certifications or training to perform the work;
3. Cost Differentials:
 - a. For projects whose project cost exceeds \$15M, significant cost differentials in bid prices whereby the use of local labor and materials significantly increases the sub contract or contract of a particular trade or work scope by at least 20%. Every reasonable effort should be made by the applicant and or the applicant's contractor to get below the 20% cost differential including, but not limited to, communicating and meeting with local construction trade organizations, such as the Hudson Valley Building and Construction Trades Council and other local Contractor Associations;
 - b. For projects whose project cost is less than \$15M, significant cost differentials in bid prices whereby the use of local labor and materials significantly increases the sub contract or contract of a particular trade or work scope by 10% or more. Every reasonable effort should be made by the applicant and or the applicant's contractor to get below the 10% cost differential including, but not limited to, communicating and meeting with local construction trade organizations, such as the Hudson Valley Building and Construction Trades Council and other local Contractor Associations;
4. No labor is available for the project; and
5. The contractor requires key or core persons such as supervisors, foreman or "construction workers" having special skills that are not available in the "local labor" market.

The request to secure an exemption for the use of non-local labor must be received from the applicant on the exemption form provided by the IDA or the 3rd party monitor and received in advance of work commencing. The request will be reviewed by the 3rd party monitor and forwarded to the IDA, at which time the IDA's Audit Committee shall have the authority to approve or disapprove the exemption. The 3rd party monitor shall report each authorized exemption to the Board of Directors at its monthly meeting.

In addition, applicants receiving IDA benefits and Contractors on the project shall make every reasonable effort to utilize vendors, material suppliers, subcontractors and professional services from Orange County and the surrounding counties. Applicants and contractors shall be required to keep records of those local vendors, material suppliers, contractors and professional services whom they have solicited and with whom they have contracted with or awarded. This shall be stored in a binder on site and shall be easily available for review by an authorized representative of the IDA, such as the IDA's 3rd party monitor. It shall include any documents for solicitation and contracts. It is the goal of the County of Orange and the IDA to promote the use of local veterans on projects receiving IDA benefits. By partnering with local contractors, local contractor groups, local trade unions and contractors awarded work on IDA projects, there are opportunities for veterans to gain both short- term and long-term careers in the construction industry.

Once approved for IDA benefits, all applicants will be required to provide to IDA staff the following information:

1. Contact information for the applicant's representative who will be responsible and accountable for providing information about the bidding and awarding of construction contracts relative to the applicant's project;

2. Description of the nature of construction jobs created by the project, including in as much detail as possible, the number, type and duration of construction positions;
3. The names, contact information, certificate of authorization to do business in the State of New York and copies of current Certificates of NYS Workers' Compensation Insurance, NYS Disability Insurance, General Liability Insurance and proof of current OSHA training certification from all contractors' employees performing work on the site; and
4. A Construction Completion Report listing the names and business locations of prime contractors, subcontractors and vendors who have been engaged in the construction phase of the project.

All Orange County IDA projects are subject to local monitoring by the IDA and any 3rd party monitor. The applicant and/or the Construction Manager or General Contractor acting as agent for the applicant on the project, shall keep a log book on site detailing the number of workers, hours worked and counties and states in which they reside. Proof of residency or copy of drivers' license shall be included in the log book, along with evidence of necessary OSHA certifications. Reports will be on forms provided by the IDA or weekly payroll reports which contain the same information as required on the IDA issued form. The applicant and contractors are subject to periodic inspection or monitoring by the IDA or 3rd party monitor.

The 3rd party monitor shall issue a report to the IDA staff immediately when an applicant or applicant's contractor is not in compliance with this labor policy. IDA staff shall advise the Audit Committee and/or IDA Board of non-compliance by email or at the next scheduled meeting. If a violation of policy has occurred, IDA staff shall notify the applicant and contractor in writing of non-compliance and give applicant a warning of violation and 72 hours in which to correct such violation. Upon evidence of continued non-compliance or additional violations, the IDA and/or its 3rd party monitor shall notify the applicant that the project is in violation of the Orange County IDA Labor Policy and is subject to IDA Board action which may result in the revocation, termination and/or recapture of any or all benefits conferred by the IDA.

The IDA will use a third party firm or firms to monitor and audit compliance with this local labor policy, the cost of which shall be paid for by the Company in advance of the audits and held in a non-interest bearing escrow account until audits are complete.

The applicant of an IDA approved project shall be required to maintain a 4' X 8' bulletin board on the project site containing the following information:

1. Contact information of the applicant;
2. Summary of the IDA benefits received;
3. Contractors names and contact information on IDA provided form;
4. Copies of proof of exemption from labor policy;
5. Copies of any warnings or violations of policy;
6. Copy of the Executed Labor Policy.

The bulletin board shall be located in an area that is accessible to onsite workers and visitors, which should be clear and legible at least 10 feet from said board.

The applicant has read the OCIDA Labor Policy and agrees to adhere to it without changes and shall require its construction manager, general contractor and sub-contractors who are not

exempt to acknowledge the same. The Applicant understands and agrees that it is responsible for all third-party auditing and monitoring costs.

Applicant Signature

Signature of CM, GC or SC

Company Name

Company Name

Print Name of above signer

Print Name of above signer

Email/phone of Applicant

Email/phone of CM/GC/SC

Date

Date

IDA	Application Fee	Annual Admin. Fee	Agency Administrative/Closing Fee - Due at Closing	Legal Fees Charged	Miscellaneous Fees	Local Labor Policy Monitoring
Orange County	\$2,500.00		<p>Manufacturing Sector - 1% of the first \$2,000,000 of the project cost, plus 5% of amount above that (total project cost includes land acquisition costs)</p> <p>Distribution/Warehouse Sector - 1% of the project cost (total project cost includes land acquisition costs)</p> <p>Retail Sector - Stores - 485B - 2% of the first \$2,000,000 of the project cost, plus 1% of amount above that (total project cost includes land acquisition costs)</p> <p>Retail Sector - Back Office/Medical - 10 year PILOT: 1% of the project cost (total project cost includes land acquisition costs)</p> <p>Hotel Sector - 10 year PILOT: 1% of the project cost (total project cost includes land acquisition costs) * 4 year PILOT: 1% of the project cost (total project cost includes land acquisition costs).</p> <p>Tourism Sector - \$0-\$30M Capital Cost: 1% of the project cost (total project cost includes land acquisition costs)</p> <p>\$30-\$100M Capital Cost: 75% of the project cost (total project cost includes land acquisition costs) Over \$100M Capital Cost: .50% of the project cost (total project cost includes land acquisition costs)</p> <p>Special Projects - TBD per project</p>	(1) \$2,500.00 retainer when application submitted; and (2) 1/3 of IDA Fee (minimum of \$30,000.00 - to be reduced for smaller projects on case by case basis - plus out of pocket expenditures)		<p>The IDA may use a third-party firm or firms to monitor compliance with the Local Labor Policy. All costs incurred by the IDA in connection with such monitoring shall be the responsibility of the Company.</p> <p>Projects less than \$5M - \$5,000.00</p> <p>Projects greater than \$5M but less than \$15M - \$10,000.00</p> <p>Projects greater than \$15M but less than \$25M - \$20,000.00</p> <p>Projects greater than \$25M but less than \$50M - \$30,000.00</p> <p>Projects greater than \$50M but less than \$100M - \$45,000.00</p> <p>Projects greater than \$100M but less than \$500M - \$55,000.00</p> <p>Projects greater than \$500M - To be determined</p>
City of Middletown	\$500.00	\$1,500.00	1% of the first \$2,000,000.00 of the project cost, plus .05% of the amount above \$2,000,000.00, due at closing. (Total project cost includes land acquisitions.)	1/3 of IDA Fee (minimum of \$30,000.00 - to be reduced for smaller projects on case by case basis - plus out of pocket expenditures)		The IDA may use a third-party firm or firms to monitor compliance with the Local Labor Policy. All costs incurred by the IDA in connection with such monitoring shall be the responsibility of the Company.
City of Newburgh	\$1,000.00	\$150.00 to \$500.00	1/2 of 1% on first \$10mm of Project Costs, plus 1/3 of 1% on amounts in excess of \$10mm in Project Costs	At cost	<p>(1) Document Processing - \$750.00 - \$1,500.00,</p> <p>(2) Extension of Inducement - \$250.00,</p> <p>(3) Amendments, waivers, assignments, leases, etc. - \$500.00,</p> <p>(4) Consent, 2nd Mortgages and other Financings - set by Board on a case by case basis;</p> <p>(5) Refinancing Bonds - 1/2 of 1% of the outstanding bond, plus the applicable administrative fee;</p> <p>(6) Assumption of Outstanding Bonds - 1/8 of 1% of the outstanding Bonds, plus the applicable administrative fee,</p> <p>(7) Termination fee - \$500.00</p>	

IDA	Application Fee	Annual Admin. Fee	Agency Administrative/Closing Fee - Due at Closing	Legal Fees Charged	Miscellaneous Fees	Local Labor Policy Monitoring
City of Port Jervis	\$1,000.00	\$250.00	(1) Issuance of Bonds - 1% of project cost (w/o regard to P.A.R.); (2) Straight Lease/Agency Appointment - 1% of project cost	\$2,500 (retainer to be paid at application)	(1) Refunding of Bonds - 1% of project cost; (2) All other refinancing of existing project - 1/4 of 1% of mortgage amount; (3) New money/additional financing on existing project - 1% of amount financed; (4) Extension of sales tax exemption \$500.00; (5) Modification or amendment of closing documents - \$1,000.00; (6) Subsequent lender closing - \$250.00	
Dutchess County	\$1,000.00	\$1,000.00	<p>MRTTE and STE Only: \$5,000.00 plus 1% of the benefit amount.</p> <p>Mfg, Dist. and Tech Projects - 1% of the first \$2.5M of project cost and .25% of 1% for project in excess of \$2.5M with a minimum administrative fee of \$25,000.00.</p> <p>Commercial Projects - 1% of the first \$2.5M of project cost and .25% of 1% for project in excess of \$2.5M with a minimum administrative fee of \$25,000.00</p> <p>Bond Deals: 1% of the first \$2.5M of project cost and .25% of 1% for project costs in excess of \$2.5M with a minimum of \$25,000.00.</p> <p>*For active IDA projects that include a PILOT request for additional sales and mortgage tax benefits whereas the total project cost will increase by \$10M or more will be subject to the administrative fee with a PILOT schedule</p>	At cost plus expenses including PH costs.	Executive Director has the authority to negotiate additional fees to clients associated with unusual situations or extraordinary needs related to the project, including additional costs incurred as a result of holding special meetings of the IDA Board	Applicant is responsible for fees and costs

IDA	Application Fee	Annual Admin. Fee	Agency Administrative/Closing Fee - Due at Closing	Legal Fees Charged	Miscellaneous Fees	Local Labor Policy Monitoring
Rockland County	\$750.00	\$500.00	10% of the total estimated closing fee, no less than \$2,500.00 nor more than \$5,000.00 shall be paid at time of Final Resolution to be applied toward closing fee. Sales Tax Exemption Benefit - Up to \$4M - 1/2% of the cost for the project subject to sales tax, in excess of \$4M - 1/4% of cost of the project subject to sales tax Mortgage Recording Tax Exemption - 1/10% for the value of the mortgage. Mortgage Recording Tax Exemption - 1/10% of the value of the mortgage. PLOTS: Total Gross Benefit** (see misc fee section for definition) up to \$250,000.00, a fee of 1% of the Total Gross Benefit will be charged; Total Gross benefit between \$250,001.00 and \$1M, an additional fee of 2% of the Total Gross Benefit between \$250,000.00 and \$1M will be charged, exceeding a Total Gross Benefit of \$1M, and additional fee of 3% of the Total Gross Benefit above \$1M will be charged. Tax-Exempt Bonds - Up to and including \$2M: 1.0% of the principal amount of the bonds. On the next \$4M: 0.50% of the principal amount of the bonds; Greater than \$6M: 0.25% of the principal amount of the bonds over \$6M. Note: Minimum fee is \$10,000.00	Straight Lease: Base \$2,500 fee, plus 1/2% on the first \$500,000.00; and 1/4% thereafter on the portion of the project receiving the benefit. Bond Counsel: Normal billing rates of the Bond Counsel providing services, plus disbursements.	Total Gross Benefit is calculated by determining the difference between the total of all real estate taxes paid or billed in the year the project closes (the "Base Year") from what the project pays in taxes under the PLOT in each year thereafter.	
Sullivan County	\$250.00	Negotiated	\$5,000.00	\$1,500 retainer paid at application (NR). Additional fees billed to the applicant as incurred		
Town of Montgomery	\$500.00		(1) 3/4 of 1% of the first \$2,000,000.00 of total project costs; (2) 1/2 of 1% of the remaining total project costs			
Town of Wallkill	\$2,000.00		1% of the first \$1,000,000.00 of the project costs, plus .5% of amount above that, due at closing (total project cost includes land acquisition costs)	\$1,500 NR retainer paid at application. Hourly rate to be disclosed at Pre-Application Meeting - plus out of pocket expenditures. NOTE: IDA reserves the right to see additional IDA and Transaction Counsel fees for exceptionally complex/large transactions		The IDA may use a third-party firm or firms to monitor compliance with the Local Labor Policy. All costs incurred by the IDA in connection with such monitoring shall be the responsibility of the Company. Projects less than \$5M - \$3,000.00 Projects greater than \$5M but less than \$15M - \$7,500.00 Projects greater than \$15M but less than \$25M - \$15,000.00 Projects greater than \$25M but less than \$50M - To be determined

