



Empowering Businesses. Inspiring Growth.

Michael Torelli, Chairman • **Vincent Odock**, Assistant Secretary • **Robert Kennedy III**, Board Member
James Rinaldi, Board Member • **Noel Spencer**, Board Member • **Dean Tamburri**, Board Member • **Susan Walski**, Board Member
Bill Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Russell E. Gaenzle**, Bond Counsel

Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on February 16, 2022, at 5:30 p.m. 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**
- **Pledge of Allegiance**
- **Roll Call**
- **Proof of Notice**
- **Minutes**
 - Approval of the minutes from the January 19th, 2022 BOD meeting
- **Finance**
 - January 2022 Financial Reports
 - Audit Update
 - Bill.com
 - January/February payables
- **Chairman’s Report**
- **CEO Report**
- **New Business**
 - Walgreens (Nucleus)
 1. Cost Benefit Analysis
 2. SEQRA Resolution
 3. Final Resolution
 - West Warwick Energy Storage 1
 - Approval of a resolution authorizing a Public Hearing on the proposed project.
 1. Application for Financial Assistance
 2. Public Hearing Resolution
 - West Warwick Energy Storage 2
 - Approval of a resolution authorizing a Public Hearing on the proposed project.
 1. Application for Financial Assistance
 2. Public Hearing Resolution
 - West Warwick Energy Storage 3
 - Approval of a resolution authorizing a Public Hearing on the proposed project.
 1. Application for Financial Assistance
 2. Public Hearing Resolution

- Local Labor Audit RFP
- Shovel Ready – Properties Analysis RFQ

- **Unfinished Business**

- **Executive Session**
 - Update on Potential Litigation – Joseph Porcello

- **Adjournment**

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

Dated: February 14, 2022

By: Bill Fioravanti – Chief Executive Officer



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Mike Torelli, Chairman • **Vincent Odock**, Assistant Secretary
Paul Ruszkiewicz, Board Member • **Dean Tamburri**, Board Member
Bill Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Russell E. Gaenzle**, Bond Counsel

Date: January 3, 2022
From: Mike Torelli
RE: Next Meeting Date

IDA Board Meeting Notice

The next Board of Directors meeting of the
Orange County Industrial Development Agency is:

**Wednesday, February 16, 2022
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

MINUTES: JANUARY 19, 2022, BOARD OF DIRECTORS
MEETING

A meeting of the Orange County Industrial Development Agency was convened Wednesday, January 19, 2022, at 5:30 p.m.

The meeting was called to order by Chairman Torelli, immediately followed by the Pledge of Allegiance.

A roll call of the Board members showed four present. There is a quorum. The following are all who were in attendance:

PRESENT: Michael Torelli, Paul Ruszkiewicz, Vincent Odock (via Zoom), Dean Tamburri (via Zoom)

ALSO PRESENT: Bill Fioravanti – Chief Executive Officer
Sue Katzoff – General Counsel
Lori McRobbie – Bousquet Holstein
Russell Gaenzle – Bond Counsel (via zoom)
Dean Brady – Technical Support (via zoom)

Chairman Torelli asked if anyone had any questions or comments to the minutes of the December 15, 2021, IDA Board meeting.

Hearing no objections to the minutes, a motion was made by Mr. Ruszkiewicz, seconded by Mr. Odock, and passed unanimously.

Finance Report

Mr. Fioravanti referenced the presentations made by respondents to the CFO RFP and stated that RBT was selected to serve through the next year. He stated that we have been working with Ms. Shannon Mannese and UHY for our bookkeeping needs though the transition and stated that Ms. Mannese would be presenting the financials at this meeting. Ms. Mannese opened by stating that the IDA was overbudget than what was

anticipated at \$3.2 M as of January 19, 2022 and is a good representation of where we are. Chairman Torelli asked for opinions on consolidating the reports for an overall snapshot of the financials for ease of use and Mr. Fioravanti confirmed that a consolidated report was currently being set up.

Ms. Mannese continued her presentation of the finances and detailed the bank statements reporting almost \$10 M in bank balances for the IDA.

With no objections, questions or concerns, a motion to accept the financial report was made by Mr. Tamburri, seconded by Chairman Torelli, and passed by a unanimous roll call.

Payables

Mr. Fioravanti presented the Orange & Rockland bill for Warwick which includes the CAM charges and utilities which is reimbursable as mentioned in their sublease agreements with the billing going out too Warwick tomorrow. He discussed the internet charges for the Avenue of the Americas locations being transferred from the IDA to the tenants this week. The Central Hudson utility bills for the the Newburgh and New Windsor locations is also being transferred to the landlords of those buildings. Mr. Fioravanti reviewed the recurring bills and reminded the Board that the IDA is no longer paying the rent. He addressed the TPX bills which he is working with Counsel to address. The total for recurring bills to be paid this month totals \$25,082.55.

With no objections, questions or concerns regarding the new total, a motion to approve the recurring bills and pay same was made by Mr. Tamburri, seconded by Mr. Ruskiewicz, and passed unanimously.

Mr. Fioravanti moved on to the “Monthly Contracts” portion of the finance report noting nothing unusual except that the unusually high fee from UHY was such because UHY had not invoiced the IDA since June of 2021. Chairman Torelli noted the RFP for a labor consulting firm which will be discussed and voted upon at February’s IDA meeting.

With no objections, questions or concerns, a motion to accept the monthly contracts was made by Mr. Ruskiewicz, seconded by Mr. Odock, and passed by a unanimous roll call.

Mr. Fioravanti reviewed the “All Other” portion of the finance report and the funds

transferred into the escrow account for Orange Inn and GAM and the Professional Liability coverage for William A. Smith & Son. The Chairman reminded the Board that this insurance is another service the IDA is currently procuring and to be put on the agenda for a future meeting. The Chairman suggested that Mr. Fioravanti revisit a discussion with the NYSEDC to show the OCIDA's progress and if there are any trainings we can host or participate in it would be something that could be helpful for other IDAs.

With no objections, questions or concerns, a motion to accept the payments on this portion was made by Mr. Tamburri, seconded by Mr. Ruskiewicz, and passed unanimously.

Signatories

Mr. Fioravanti stated change in signatories and noted that a third signatory would be helpful. Mr. Tamburri agreed to be a signatory.

New Applicants

The Chairman requested a change to the agenda to bring the discussion of new applicants forth before the Chairman's Report. Mr. Fioravanti discussed Citiva Medical this Board's approval for Fiorello, a new Medical Cannabis processing facility. Citiva received one of the earlier licenses in New York State for Medical Cannabis but the projected had been postponed and they have come back to complete the process. Colleen Hughes, a representative for Citiva, and Sean Barravecchio, Director of Compliance and Security for Citiva. Ms. Hughes gave an overview of her work in Orange County and of the project. Mr. Barravecchio noted the importance of the financial assistance that they are seeking for this project which will benefit the county. Mr. Fioravanti gave a recap of the work that the IDA has done on the Warwick Campus to date. The Chairman thanked Citiva for considering the OCIDA for incentives to fully realize the project.

With no objections, questions or concerns, the Chairman made a motion to hold a public hearing, it was seconded by Mr. Tamburri, and passed unanimously.

Mr. Fioravanti addressed the Walgreens project and its request for incentives for space on Route 300 in the Town of Newburgh for a micro-fulfillment facility with a proposed 200 employees. Mr. Steve McClure presented some details of the proposed project and projected an estimated 200 jobs and an annual payroll of \$8.2 M, there will be considerable dollars generated into the community.

With no objections, questions or concerns, Chairman Torrelli made a motion for authority to hold a public hearing in the Town of Newburgh, it was seconded by Mr. Tamburri, and passed unanimously.

The Chairman made a quick note of the two applications and looks forward to seeing the public comments on this but predicts great projects and job creation happening in the future.

Mr. Fioravanti discussed the Middletown Accelerators that have some space available and two possible sub-lessees. Oxyvita is one of the firms currently doing research involving the Touro College students. He added that one of our tenants, Eczesoothe is working on another project/health spa in one of our Middletown spaces with their lease commencing on February 1, 2022. Mr. Fioravanti confirmed that the lease will be at the market rate determined by our costs. Abundant Living Total Wellness is the third tenant considering space in Middletown whose lease will begin in March.

With no objections or concerns, a motion was made to accept the resolution as written by Mr. Ruskiewicz, seconded by Mr. Odock, and passed unanimously.

Chairman's Report

Chairman Torelli addressed all the things happening in Economic Development and different projects coming forth for local IDA's. He suggested the OCIDA put together a work session or working group for a shovel-ready program similar to what was done with the Warwick site. The Chairman thanked the staff of the OCIDA for all the work they've done through 2021 and helping to reverse the course of the OCIDA.

CFO discussion

Mr. Fioravanti noted that the IDA has received the \$2M dollar reimbursement since the last meeting bringing the total amount of reimbursements to \$3M. Green Thumb across from Citiva is moving forward very well. JGS is conducting our audit for 2021 and working with UHY to complete it. He advised that a Public Hearing is scheduled in Highland Falls with respect to the increased Sales Tax Exemption for South Gate Flats Hotel. Procurement RFP will be presented at the next meeting. The RFP for Bond Counsel will be discussed after the local labor audit. New Board members and Committee Assignments will also be discussed at a later meeting.

With no objections, questions or concerns, a motion to approve RBT and UHY for CFO and Auditing duties was made by Chairman Torelli, seconded by Mr. Odock, and passed unanimously.

Unfinished Business

Mr. Fioravanti discussed 360 Middletown Holding, whose progress has been delayed due to the pandemic, are seeking a retroactive Sales Tax Exemption to use the remainder of their initially approved benefits.

A motion to approve the retroactive Sales Tax extension for 360 Middletown Holding was made by Mr., Tamburri, seconded by Mr. Ruskiewicz and unanimously approved.

A motion to adjourn was made by Mr. Tamburri, seconded by Mr. Ruskiewicz, and unanimously accepted.

The meeting closed at 6:42 pm.

**Orange County IDA
Income and Expense Summary
January 2022**

	Jan	YTD	Budget	Over/(Under)
Income				
Closing Fees	\$ -	\$ -	\$ 810,000	\$ (810,000)
Application Fees	\$ 20,000	\$ 20,000	\$ 10,000	\$ 10,000
Legal Fees (pass-thru)	\$ -	\$ -	\$ 10,000	\$ (10,000)
Local Labor Auditing Fees (pas-thru)	\$ -	\$ -	\$ 110,000	\$ (110,000)
Other IDA Fees	\$ -	\$ -	\$ 33,300	\$ (33,300)
Subtenant Rents	\$ 7,473	\$ 7,473	\$ 48,489	\$ (41,016)
Interest Earnings	\$ -	\$ -	\$ 12,000	\$ (12,000)
Recovered Funds	\$ -	\$ -	\$ -	\$ -
Total Income	\$ 27,473	\$ 27,473	\$ 1,033,789	\$ (1,006,316)
Expenses				
Administrative Expenses				
Salaries	\$ 18,617	\$ 18,617	\$ 284,160	\$ (265,543)
Benefits	\$ -	\$ -	\$ 33,000	\$ (33,000)
Payroll taxes and fees	\$ 5,398	\$ 5,398	\$ 28,416	\$ (23,018)
Fiscal Audit	\$ 7,400	\$ 7,400	\$ 65,000	\$ (57,600)
Insurance	\$ -	\$ -	\$ 8,927	\$ (8,927)
CFO/Bookkeeping Service	\$ -	\$ -	\$ 23,500	\$ (23,500)
Professional Fees	\$ 5,932	\$ 5,932	\$ 4,000	\$ 1,932
Travel, Lodging & Meals	\$ -	\$ -	\$ 5,800	\$ (5,800)
Conference Expense	\$ -	\$ -	\$ -	\$ -
Office Supplies and Postage	\$ 836	\$ 836	\$ 11,400	\$ (10,564)
Miscellaneous Expense	\$ 2,000	\$ 2,000	\$ -	\$ 2,000
Accelerator Without Walls	\$ -	\$ -	\$ -	\$ -
Special Initiatives	\$ -	\$ -	\$ -	\$ -
Total Administrative Costs	\$ 40,183	\$ 40,183	\$ 464,203	\$ (379,161)
Projects/Programs				
Legal Counsel	\$ (2,470)	\$ (2,470)	\$ 100,000	\$ (102,470)
Bond Counsel	\$ -	\$ -	\$ 10,000	\$ (10,000)
Local Labor Auditing Fees (Pas-thru)	\$ -	\$ -	\$ 110,000	\$ (110,000)
Local Labor Auditing Admin. Cost	\$ -	\$ -	\$ -	\$ -
Cost-Benefit Analyses	\$ -	\$ -	\$ 4,500	\$ (4,500)
Shovel Ready Program	\$ -	\$ -	\$ 300,000	\$ (300,000)
Accelerator Projects	\$ -	\$ -	\$ -	\$ -
Research & Support	\$ -	\$ -	\$ 20,000	\$ (20,000)
Total Agency Contribution Costs	\$ (2,470)	\$ (2,470)	\$ 544,500	\$ (546,970)
Building Expenses				
Rent	\$ -	\$ -	\$ 154,086	\$ (154,086)
Utilities	\$ 11,510	\$ 11,510	\$ 52,720	\$ (41,210)
Insurance	\$ -	\$ -	\$ 24,000	\$ (24,000)
Repairs / Renovations	\$ 2,301	\$ 2,301	\$ 5,000	\$ (2,699)
Maintenance	\$ 2,434	\$ 2,434	\$ 102,656	\$ (100,222)
Renovations	\$ -	\$ -	\$ 3,000	\$ (3,000)
Cleaning	\$ -	\$ -	\$ -	\$ -
Internet & Telephones	\$ 7,636	\$ 7,636	\$ 27,720	\$ (20,084)
Equipment Maintenance	\$ -	\$ -	\$ 1,500	\$ (1,500)
Total Building Expenses	\$ 23,881	\$ 23,881	\$ 370,682	\$ (154,086)
Agency Support Expenses				
IT Support & Audio/Visual	\$ -	\$ -	\$ 30,000	\$ (30,000)
Marketing & PR	\$ 4,168	\$ 4,168	\$ 48,000	\$ (43,832)
Memberships	\$ -	\$ -	\$ 5,650	\$ (5,650)
Training and Education	\$ -	\$ -	\$ 4,500	\$ (4,500)
Total Agency Support Expenses	\$ 4,168	\$ 4,168	\$ 88,150	\$ (83,982)
Contracted Services				
External Projects & Programs (Agents)	\$ 10,000	\$ 10,000	\$ 110,000	\$ (100,000)
Total Contracted Services	\$ 10,000	\$ 10,000	\$ 110,000	\$ (100,000)
Total Expenses	\$ 75,762	\$ 75,762	\$ 1,577,535	\$ (1,264,199)
Income Over/(Under) Expenses	\$ (48,289)	\$ (48,289)	\$ (543,746)	\$ 257,883

Orange County Industrial Development Agency
Banks Accounts/Certificates of Deposit/Money Markets Accounts
As of January 31, 2022

Listed in order of maturity date.

Purchase Date	Maturity Date	# of Days	Bank	Principal	Interest Rate
--	--	--	--	\$ 1,000,000	--
11/18/21	5/18/22		Orange Bank & Trust	\$ 250,000	0.20%
11/18/21	8/18/22		Orange Bank & Trust	\$ 250,000	0.25%

Bank	Account Type	Amount	% of total
Chase Bank	Checking Account - IDA Ops	\$ 5,174,680	29%
Orange Bank & Trust	Checking Account - Accelerator Ops	\$ 228,813	12%
M&T	Bank Account	\$ 1,611,540	28%
Orange Bank & Trust	Checking Account - Trust Escrow	\$ 77,817	1%
Total CDs & Treasuries	Certificates of Deposit & Treasuries	\$ 1,000,000	0%
Sterling National	Money Market	\$ 1,721,099	30%
		<u>\$ 9,813,950</u>	<u>100%</u>

OCIDA Vendor Payment Approval
Recurring Bldg Services
February 16, 2022

Approv ID (Multiple Items)
 Category Recurring Bldg Services
 Amt Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Orange & Rockland	26670-19018	Electricity	Warwick	1/1/22-1/31/22	1,142.60
Orange & Rockland Total					1,142.60
Time Warner Cable	15224010222	Internet both buildings	334 Ave of Americas	12/11/21 - 1/10/22	425.90
Time Warner Cable Total					425.90
Central Hudson Gas & Electric	21003921752	Gas & Electric	4 Crotty Ln	12/18/21-1/20/22	934.14
Central Hudson Gas & Electric Corp. Total					934.14
Xerox Financial Service	3047107	Copier Lease payment	4 Crotty Ln	1/15/22-2/14/22	303.60
Xerox Financial Service Total					303.60
LaMela Sanitation	21X06433	Trash & Recycle	4 Crotty Ln	2/1/22-2/28/22	230.63
LaMela Sanitation Total					230.63
B4 Holdings	-	Building 603 Rent(2x Shelli Scott)	Newburgh - 603	12/2021 & 01/2022	1,000.00
B4 Holdings Total					1,000.00
Town of New Windsor	(blank)	Reimbursement for Rent - January 2022 Seco \$800, Melo \$400	4 Crotty Ln	January 2022	1,200.00
Town of New Windsor Total					1,200.00
First Columbia 4-LA, LLC	6.0701E+14	Gas & Electric	4 Crotty Ln	11/19/21-12/17/21	855.43
	6070-100-20220301	March 2022 CAM & Rent	4 Crotty Ln	03/01/22-03/31/22	10,509.89
First Columbia 4-LA, LLC Total					11,365.32
ALTEVA OF WARWICK	1014804	Internet	Warwick	2/1/22-2/28/22	90.71
ALTEVA OF WARWICK Total					90.71
88 Studio, LLC	(blank)	Brand Management	4 Crotty Ln	1/3-1/22-1/31/22	2,500.00
88 Studio, LLC Total					2,500.00
MidHudson News.com	7074	Monthly Advertising	4 Crotty Ln	1/1/22 - 1/31/22	1,250.00
MidHudson News.com Total					1,250.00
KR Cleaning	Feb2022	Office Cleaning	4 Crotty Ln	2/1/22-2/28/22	1,000.00
KR Cleaning Total					1,000.00
Focus Media	13430	Marketing, PR, Membership	4 Crotty Ln	Dec2021&Jan2022	89.40
Focus Media Total					89.40
Frontier	845-196-1205-020818-4	Wireless Data Svc	Middletown	1/4/22 - 12/3/22	315.00
	845-196-0019-090418-4	Ethernet	Middletown	1/4/22 - 2/3/22	406.48
	845-196-0043-020818-4	Internet	Middletown	1/15/22-2/14/22	599.00
Frontier Total					1,320.48
Facilities Maintenance Corp.	79249	Cleaning	Middletown	January 2022	1,115.23
Facilities Maintenance Corp. Total					1,115.23
Cardmember Service	4798510053527392	Marketing, PR, Membership	4 Crotty Ln	11/9/21-12/9/21	82.22
Cardmember Service Total					82.22
Marangi Disposal	21104906	Trash & Recycle	Middletown	1/1/2022	107.16
Marangi Disposal Total					107.16
Credit Card Payment Process	(blank)	Office Supplies, Marketin PR,Website&Membership, Info Tech, Interest	4 Crotty Ln	12/27/21-1/19/22	909.27
Credit Card Payment Processing Total					909.27
National Business Leasing	75177949	Copier	Middletown	1/15/22-2/14/22	360.36
National Business Leasing Total					360.36
Town of Warwick Water & Sei	46-1-39.22*00	Water & Sewer	Warwick	10/1/21-12/31/21	528.19

Town of Warwick Water & Sewer Total	528.19
Grand Total	25,955.21

**OCIDA Vendor Payment Approval
Monthly Contracts
February 16, 2022**

Approv ID (Multiple Items)
Category Monthly Contracts
Amt Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
Loewke Brill Consulting	16-011-OCIDA	Site Visits & Reporting	4 Crotty Ln	January 2022	3,920.00
Loewke Brill Consulting Total					3,920.00
Bousquet Holstein PLLC.	231347	General Counsel - Teleconference	4 Crotty Ln	December 2021	2,470.00
Bousquet Holstein PLLC. Total					2,470.00
ITC	6116	Access Point Billing	4 Crotty Ln	February	148.80
ITC Total					148.80
Grand Total					6,538.80

OCIDA Vendor Payment Approval
All Other
February 16, 2022

Approv ID	(Multiple Items)
Category	All Other
Amt	Y

Vendor	Invoice	Purpose/Description	Location	Service Date(s)	Sum of Amount
CFOS-Friends of the Orange C	Jan-Dec 2021	Reimbursement for Services as part of Grant	4 Crotty Ln	Jan-Dec 2021	10,000.00
CFOS-Friends of the Orange County Youth Bureau Total					10,000.00
Orange County Attorney's Off	(blank)	Professional Fees	4 Crotty Ln	1/1/22-1/31/22	536.25
Orange County Attorney's Office Total					536.25
Times Herald Record	1052699	Notice of Public Hearing	4 Crotty Ln	1/20/2022	106.36
Times Herald Record Total					106.36
Grand Total					10,642.61

MRB Cost Benefit Calculator Orange County Industrial Development Agency

Date:
 Project Title:
 Project Location:

Construction Phase - Project Assumptions

Project Costs	Project Costs
Enter total project costs:	Value
Local Construction Spending*	<input type="text" value="\$24,000,000"/>
% of locally sourced materials and labor	<input type="text" value="0%"/>
In-region construction spending	<input type="text" value="\$0"/>

Construction Economic Impacts

Industry	NAICS	% of Total Investment	Investment by Type
Industrial Building Construction	236210	100%	\$0
(Not Applicable)	0	0%	\$0
(Not Applicable)	0	0%	\$0
		100%	\$0

Most projects will only have one line related to construction type.

Operation Phase - Project Assumptions

Jobs and Earnings from Operations

NAICS Lookup					
Year 1 - Enter NAICS	NAICS	Count	Per Job Annual Earnings	Total Earnings	
General Warehousing and Storage	493110	1	\$216,480	\$216,480	
General Warehousing and Storage	493110	1	\$154,440	\$154,440	
General Warehousing and Storage	493110	6	\$135,960	\$815,760	
General Warehousing and Storage	493110	3	\$63,149	\$189,447	
General Warehousing and Storage	493110	6	\$97,680	\$586,080	
General Warehousing and Storage	493110	90	\$41,184	\$3,706,560	
Total		107		\$5,668,767	

Year 2	NAICS	Count	Per Job Annual Earnings	Total Earnings	
General Warehousing and Storage	493110	1	\$216,480	\$216,480	
General Warehousing and Storage	493110	1	\$154,440	\$154,440	
General Warehousing and Storage	493110	12	\$135,960	\$1,631,520	
General Warehousing and Storage	493110	6	\$63,149	\$378,894	
General Warehousing and Storage	493110	12	\$97,680	\$1,172,160	
General Warehousing and Storage	493110	158	\$41,184	\$6,507,072	
Total		190		\$10,060,566	

Year 3+ (Full Employment)	NAICS	Count	Per Job Annual Earnings	Total Earnings	
General Warehousing and Storage	493110	1	\$216,480	\$216,480	
General Warehousing and Storage	493110	1	\$154,440	\$154,440	
General Warehousing and Storage	493110	12	\$135,960	\$1,631,520	
General Warehousing and Storage	493110	6	\$63,149	\$378,894	
General Warehousing and Storage	493110	12	\$97,680	\$1,172,160	
General Warehousing and Storage	493110	158	\$41,184	\$6,507,072	
Total		190		\$10,060,566	

Fiscal Impact Assumptions

Estimated Costs of Incentives

	%	Value		
Sales Tax Exemption		\$1,950,000	PILOT Term (Years)	<input type="text" value="0"/>
Local Sales Tax Rate	3.50%	\$910,000	Escalation Factor	<input type="text" value="2%"/>
State Sales Tax Rate	4.00%	\$1,040,000	Discount Factor	<input type="text" value="2%"/>
Mortgage Recording Tax Exemption		\$0		
Local	0.25%	\$0		
State	0.50%	\$0		
Total Costs		\$1,950,000	<i>Includes PILOT exemption, calculated below.</i>	

Orange County Industrial Development Agency

MRB Cost Benefit Calculator



Date: February 14, 2022
 Project Title: Walgreens Eastern Co., Inc.,
 Project Location: 1396 Route 300, Newburgh, NY

Economic Impacts

Summary of Economic Impacts over the Life of the PILOT

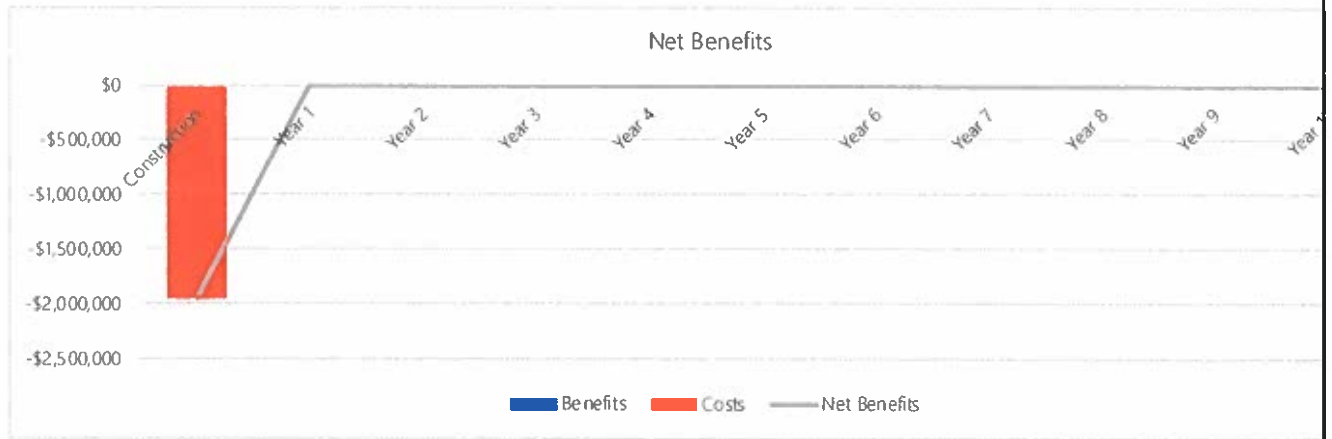
Project Total Investment
 \$24,000,000

	Temporary (Construction)		
	Direct	Indirect	Total
Jobs	0	0	0
Earnings	\$0	\$0	\$0
Local Spend	\$0	\$0	\$0

	Ongoing (Operations)		
	Direct	Indirect	Total
Jobs	0	0	0
Earnings	\$25,789,899	\$5,973,451	\$31,763,350

Aggregate over life of the PILOT

Figure 1



Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

Figure 2

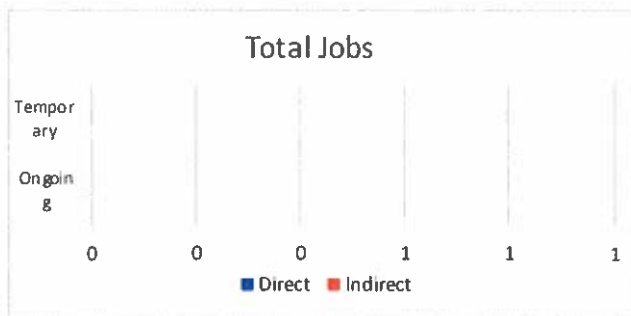
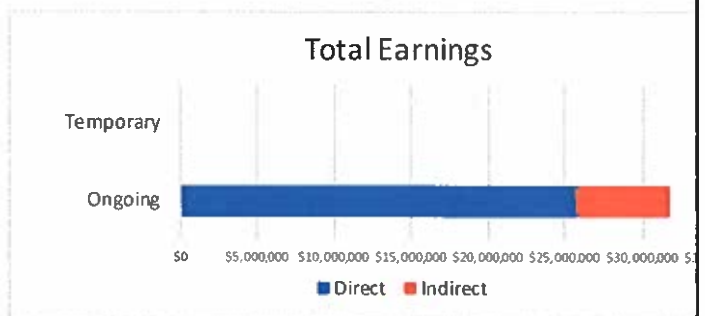


Figure 3



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Ongoing earnings are all earnings over the life of the PILOT

Fiscal Impacts

Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$0	\$0
Sales Tax Exemption	\$1,950,000	\$1,950,000
Local Sales Tax Exemption	\$910,000	\$910,000
State Sales Tax Exemption	\$1,040,000	\$1,040,000
Mortgage Recording Tax Exemption	\$0	\$0
Local Mortgage Recording Tax Exemption	\$0	\$0
State Mortgage Recording Tax Exemption	\$0	\$0
Total Costs	\$1,950,000	\$1,950,000

State and Local Benefits

	Nominal Value	Discounted Value*
Local Benefits	\$31,981,302	\$30,699,499
To Private Individuals	\$31,763,350	\$30,490,692
Temporary Payroll	\$0	\$0
Ongoing Payroll	\$31,763,350	\$30,490,692
Other Payments to Private Individuals	\$0	\$0
To the Public	\$217,952	\$208,807
Increase in Property Tax Revenue	\$0	\$0
Temporary Jobs - Sales Tax Revenue	\$0	\$0
Ongoing Jobs - Sales Tax Revenue	\$217,952	\$208,807
Other Local Municipal Revenue	\$0	\$0
State Benefits	\$1,678,439	\$1,610,718
To the Public	\$1,678,439	\$1,610,718
Temporary Income Tax Revenue	\$0	\$0
Ongoing Income Tax Revenue	\$1,429,351	\$1,372,081
Temporary Jobs - Sales Tax Revenue	\$0	\$0
Ongoing Jobs - Sales Tax Revenue	\$249,088	\$238,637
Total Benefits to State & Region	\$33,659,741	\$32,310,217

Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$30,699,499	\$910,000	34:1
State	\$1,610,718	\$1,040,000	2:1
Grand Total	\$32,310,217	\$1,950,000	17:1

*Discounted at 2%

Additional Comments from IDA

Does the IDA believe that the project can be accomplished in a timely fashion? Yes

Orange County Industrial Development Agency

MRB Cost Benefit Calculator

Date February 14, 2022
Project Title Walgreens Eastern Co., Inc.,
Project Location 1396 Route 300, Newburgh, NY

Short Environmental Assessment Form

Part 1 - Project Information

Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information			
Name of Action or Project:			
Project Location (describe, and attach a location map): 1396 Route 300, Newburgh, NY 12550			
Brief Description of Proposed Action:			
Name of Applicant or Sponsor:		Telephone:	
		E-Mail:	
Address:			
City/PO:		State:	Zip Code:
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.			NO <input type="checkbox"/>
			YES <input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval:			NO <input type="checkbox"/>
			YES <input type="checkbox"/>
3. a. Total acreage of the site of the proposed action? _____ acres		The project is to install equipment in approx 105,000 sqft of an approx 215,200 sqft building	
b. Total acreage to be physically disturbed? _____ acres			
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ acres			
4. Check all land uses that occur on, are adjoining or near the proposed action:			
<input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other(Specify):			
<input type="checkbox"/> Parkland			

5. Is the proposed action, a. A permitted use under the zoning regulations? b. Consistent with the adopted comprehensive plan?	NO	YES	N/A
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels? Please see Note A Below b. Are public transportation services available at or near the site of the proposed action? c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	
9. Does the proposed action meet or exceed the state energy code requirements? If the proposed action will exceed requirements, describe design features and technologies: _____ _____	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____ _____	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____ _____	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places? b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency? b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody? If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____ _____ _____	NO	YES	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	

Note A - The operation will have 3 shifts of approximately 60 per shift. Additionally, truck traffic will be a handful of trucks per day. Operations traffic will not be substantially increased from the current traffic from construction.

SCHEDULE A

DESCRIPTION OF LAND

All that certain piece or parcel of land situate, lying and being in the Town of Newburgh, County of Orange and State of New York and being bounded and described as follows:

BEGINNING at a point on the easterly line of Route 300 (Union Avenue) and distant 148.82 feet from the southerly line of lands now or formerly owned by 1400 Route 300 LLC & Gills Pride Inc. and running thence;

Easterly and Southerly through the lands hereon described the following nine courses:

1. North 58°11'50" East, a distance of 47.49 feet to a point; thence
2. North 58°12'48" East, a distance of 144.27 feet to a point; thence
3. North 58°10'04" East, a distance of 79.44 feet to a point; thence
4. Along a curve to the right having an arc length of 103.07 feet, a radius of 467.82 feet, and a central angle of 12°37'25" and being subtended by a chord which bears North 64°28'47" East, a distance of 102.86 feet; thence
5. North 72°51'22" East, a distance of 34.35 feet to a point; thence
6. North 74°57'01" East, a distance of 250.39 feet to a point; thence
7. Along a curve to the right having an arc length of 110.88 feet, a radius of 320.00 feet, and a central angle of 19°51'11" and being subtended by a chord which bears North 84°52'36" East, a distance of 110.33 feet; thence
8. South 21°55'20" East, a distance of 827.84 feet to a point; thence
9. South 39°59'04" East, a distance of 205.09 feet to a point on the northerly line of the westbound off ramp of Interstate 84; thence

Running Westerly along the northerly line of the westbound off ramp of Interstate 84 the following four courses:

10. North 76°58'52" West, a distance of 230.81 feet to a granite monument; thence
11. South 83°19'04" West, a distance of 428.55 feet to a granite monument; thence
12. North 78°45'25" West, a distance of 126.16 feet to a granite monument; thence
13. North 46°59'57" West, a distance of 143.86 feet to a granite monument on the easterly line of Route 300 (Union Avenue); thence

Running Northerly along the easterly line of Route 300 the following three courses:

14. North 27°20'14" West, a distance of 174.77 feet to a granite monument; thence
15. North 29°43'10" West, a distance of 288.26 feet to a granite monument; thence
16. North 20°36'10" West, a distance of 130.83 feet to the POINT or PLACE of BEGINNING

SEQRA RESOLUTION
(Walgreen Eastern Co., Inc. - Project Nucleus)

A regular meeting of the Orange County Industrial Development Agency held on February 16, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by _____ and upon the roll being duly called, the following members were:

MEMBERS PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

THE FOLLOWING PERSONS WERE ALSO PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

The following Resolution was offered by _____ and seconded by _____:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS AN UNLISTED ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT, DECLARING THE AGENCY LEAD AGENCY FOR PURPOSES OF AN UNCOORDINATED REVIEW THEREUNDER AND DETERMINING THAT THE ACTION WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Walgreen Eastern Co., Inc., a New York corporation for itself or on behalf of an entity to be formed (collectively, the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with respect to a certain project (the "*Project*") consisting of: (A)(i) the acquisition of a leasehold or license interest in approximately 215,000 sq. ft. of improvements (to be constructed) on land located at or about 1396 Route 300, Newburgh, NY (Tax Map No. 60-3-49.22) (the "*Land*"); (ii) use of approximately 105,000 sq. ft. of the newly constructed building for a micro-fulfillment facility and medical and drug mini-warehouse to provide for automated medicinal distribution (the "*Facility*"); (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment, (the "*Equipment*" and together with the Land and the Facility, the "*Project*")

Facility"); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax (collectively, the "*Financial Assistance*"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease or license agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "*SEQRA*"), the Agency is required to make a determination with respect to the environmental impact of any "action" (as defined by SEQRA) to be taken by the Agency and the Project constitutes such an action; and

WHEREAS, to aid the Agency in determining whether the action described by the Project may have a significant adverse impact upon the environment, a Short Environmental Assessment Form (the "*EAF*") was prepared by the Company, a copy of which is on file at the office of the Agency; and

WHEREAS, the Agency has examined and reviewed the EAF in order to classify the action and make a determination as to the potential significance of the action pursuant to SEQRA; and

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

SECTION 1. Based upon an examination of the materials provided by the Company in furtherance of the Project, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency's knowledge of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations pursuant to SEQRA:

(A) The Project constitutes an "Unlisted Action" (as said quoted term is defined in SEQRA);

(B) The Agency declares itself "Lead Agency" (as said quoted term is defined in SEQRA) with respect to an uncoordinated review pursuant to SEQRA;

(C) The Project will not have a significant adverse effect on the environment, and the Agency hereby issues a negative declaration pursuant to SEQRA, attached hereto as **Exhibit "A"**, which shall be filed in the office of the Agency in a file that is readily accessible to the public.

SECTION 2. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

SECTION 3. The Secretary, the Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 4. The Agency hereby authorizes Agency staff to take all further actions deemed necessary and appropriate to fulfill the Agency’s responsibilities under SEQRA.

SECTION 5. These Resolutions shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on February 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that: (i) all members of the Agency had due notice of such meeting; (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 ("**EO 202.1**"), as amended and extended from time to time, such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (iii) the meeting was in all respects duly held; and there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this _____ day of _____, 2022.

William Fioravanti, Chief Executive Officer

(S E A L)

EXHIBIT A

NEGATIVE DECLARATION

**Short Environmental Assessment Form
Part 2 - Impact Assessment**

Part 2 is to be completed by the Lead Agency.

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept “Have my responses been reasonable considering the scale and context of the proposed action?”

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?		
2. Will the proposed action result in a change in the use or intensity of use of land?		
3. Will the proposed action impair the character or quality of the existing community?		
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?		
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?		
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?		
7. Will the proposed action impact existing:		
a. public / private water supplies?		
b. public / private wastewater treatment utilities?		
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?		
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?		
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?		
11. Will the proposed action create a hazard to environmental resources or human health?		

Short Environmental Assessment Form Part 3 Determination of Significance

For every question in Part 2 that was answered “moderate to large impact may occur”, or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

Name of Lead Agency

Date

Print or Type Name of Responsible Officer in Lead Agency

Title of Responsible Officer

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from Responsible Officer)

FINAL RESOLUTION
(Walgreen Eastern Co., Inc. - Project Nucleus)

A regular meeting of the Orange County Industrial Development Agency held on February 16, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by _____ and upon the roll being duly called, the following members were:

MEMBERS PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

THE FOLLOWING PERSONS WERE ALSO PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

The following Resolution was offered by _____ and seconded by _____:

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO: (I) UNDERTAKE, ACQUIRE, RENOVATE, EQUIP AND COMPLETE A PROJECT; (II) APPOINT THE COMPANY AS ITS AGENT TO UNDERTAKE THE PROJECT (AS MORE FULLY DESCRIBED BELOW); (III) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF EXEMPTIONS FROM STATE AND LOCAL SALES AND USE TAX; AND (IV) EXECUTE AND DELIVER CERTAIN DOCUMENTS IN CONJUNCTION WITH THE PROJECT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Walgreen Eastern Co., Inc., a New York corporation for itself or on behalf of an entity to be formed (collectively, the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with respect to a certain project (the "*Project*") consisting of: (A)(i) the acquisition of a leasehold or license interest in approximately 215,000 sq. ft. of improvements (to be constructed) on land located at or about 1396 Route 300, Newburgh, NY (Tax Map No. 60-3-49.22) (the "*Land*"); (ii) use of approximately 105,000 sq. ft. of the newly constructed building for a micro-fulfillment facility and medical and drug mini-warehouse to provide for automated medicinal distribution (the "*Facility*"); (iii) the

acquisition and installation in and on the Facility of furniture, fixtures and equipment, (the “**Equipment**” and together with the Land and the Facility, the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, renovation, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease or license agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement, as necessary; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on February 14, 2022, at 2:30 p.m. (local time), the Agency held a public hearing electronically via Zoom with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the “**Public Hearing**”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. Notice of the public hearing was published on February 1, 2022, in the Times Herald-Record, a newspaper of general circulation in Orange County, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated January 31, 2022. A copy of the minutes of the Public Hearing along with the Notice of Public Hearing have been provided to the members and are on file with the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA), and the agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, by resolution adopted February 16, 2022 (the “**SEQRA Resolution**”) the Agency acting as “lead agency” (as such quoted term is defined under SEQRA), classified the Project as an “Unlisted” action (as such quoted term is defined under SEQRA), conducted an uncoordinated review of the Project and issued a “negative declaration” (as such quoted term is defined under SEQRA) with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in Orange County (the “**County**”); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of New York State (the “**State**”) to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and to the extent occupants are relocating from one plant or facility to another, based upon the Company's application and representations, the Agency hereby finds that the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and (iii) the Project

will serve the purposes of the Act by advancing job opportunities and the economic welfare of the people of the State and the County and improve their standard of living; and

WHEREAS, subject to compliance with the terms hereof and the execution and delivery of the Lease Documents (as defined hereinbelow) by the Company, the Agency will: (i) designate the Company as its agent for the purpose of acquiring, renovating, equipping and completing the Project pursuant to a project agreement (the "***Project Agreement***"); (ii) acquire a leasehold interest in the Project through the negotiation, execution and delivery of a lease agreement (the "***Lease Agreement***"), a leaseback agreement (the "***Leaseback Agreement***"), a bill of sale (the "***Bill of Sale***"), an environmental compliance and indemnification agreement (the "***Environmental Compliance and Indemnification Agreement***") and all other documents and certificates required by the Agency to confer the approved Financial Assistance, each of the foregoing with the Company (the "***Miscellaneous Documents***" and together with the Project Agreement, the Lease Agreement, the Leaseback Agreement, the Bill of Sale and the Environmental Compliance and Indemnification Agreement, collectively, the "***Lease Documents***"); (iii) provide the Financial Assistance to the Company in the form of State and local sales and use tax exemption for purchases and rentals related to the acquisition, renovating, equipping and completion of the Project; and

WHEREAS, the Lease Documents and related documents will be negotiated and presented to the Agency for execution and delivery subject to the approval of these resolutions.

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

SECTION 1. The Company presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Application, at the public hearing and in other correspondence and/or documents, if any, submitted by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers and authority necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act and to take the actions contemplated herein; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, renovating, equipping and completing the Project and to grant the Financial Assistance; and

(C) The action to be taken by the Agency will induce the Company to develop and operate the Project in the County, thereby increasing employment opportunities in the County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State;

and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(E) The Project Facility constitutes a "project" within the meaning of the Act.

SECTION 2. The Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency, acting individually, are each hereby authorized and directed, on behalf of the Agency, to negotiate and execute (the Lease Documents, in form and substance similar to other such agreements and documents used by the Agency for similar transactions, with changes in terms and form as shall be consistent with this Resolution and as the Chairman, Vice Chairman Chief Executive Officer and/or the Chief Operating Officer shall approve; provided, however, the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (D) and execute and deliver any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein, as approved by the Chairman, Vice Chairman Chief Executive Officer and/or the Chief Operating Officer, and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution.

SECTION 3. Subject to the Company's execution, delivery and compliance of and with the Lease Documents (unless otherwise authorized by the Agency), the Agency hereby authorizes the Company to proceed with the acquisition, renovation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, renovate and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to a project operator, agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses (collectively, "***Additional Agents***") in accordance with the Lease Documents; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the Company execute and deliver all Lease Documents and remit all amounts due thereunder to the Agency or its designees by February 16, 2023 (unless extended for good cause by the Agency).

SECTION 4. Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$24,000,000**, which result in New York State and local sales and use tax exemption benefits ("***Sales and Use Tax Exemption Benefits***") not to exceed **\$1,950,000**.

SECTION 5. Pursuant to Section 875(3) of the New York General Municipal Law and the Agency's policies, which are all incorporated herein by reference, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any State and local Sales and Use Tax Exemption Benefits or other Financial Assistance in violation of the Act or the Agency's policies or in the event of a default under the Lease Documents. As a condition precedent of receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands; and with respect to all other Financial Assistance the Company shall agree to cooperate with the Agency in its efforts to recover or recapture any Financial Assistance in the event of a Default; and promptly pay over any such amounts to the Agency that the Agency demands.

SECTION 6. The Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project and the Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "**Commissioner**") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. for purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

SECTION 7. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the Company's execution and delivery of the Lease Documents, all other documents set forth herein and the payment by the Company of all administrative, legal and other fees of the Agency.

SECTION 8. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 9. Should the Agency's participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees

from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency’s counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

SECTION 10. Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

SECTION 11. The Secretary, the Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 12. The approvals provided for herein are contingent upon the Company's payment of all the Agency's fees and costs, including but not limited to attorney's fees.

SECTION 13. These Resolutions shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on February 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that: (i) all members of the Agency had due notice of such meeting; (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 ("**EO 202.1**"), as amended and extended from time to time, such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (iii) the meeting was in all respects duly held; and there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this _____ day of _____, 2022.

William Fioravanti, Chief Executive Officer

(S E A L)



Empowering Businesses. Inspiring Growth.

APPLICATION FOR FINANCIAL ASSISTANCE

West Warwick Energy Storage 1 LLC

(Applicant Name)

December 10, 2021

(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 August 25, 2021



Empowering Businesses. Inspiring Growth.

OCIDA Board

Michael Torelli
Chairman

John Douthit
Vice Chairman

Lesley Pierri
Secretary

Vincent Odock
Assistant Secretary

Paul Ruskiewicz
Board Member

Dean Tamburri
Board Member

OCIDA Staff

Bill Fioravanti
Agent Manager

Kelly Reilly
Project Manager

Harris Beach PLLC
IDA Bond Counsel



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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: pg. 5
 **Financial Information: pg. 10**

Section II.....Project Information: pg. 11

Section III.....Financial Assistance Requested: pg. 16

Section IV Employment Plan: pg. 18

Section V Representations by the Applicant: pg. 21

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: pg. 24
 **Retail Questionnaire: pg. 27**
 **Fee Schedule: pg. 29**
 **Project Scoring Criteria: pg. 32**
 **Labor Policy: pg. 34**



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APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

A) APPLICANT

Company Name: West Warwick Energy Storage 1 LLC
Mailing Address: 7 Times Square Tower Suite 3504, NY, NY 10036
Phone No.: 215-287-4398
Fax No.:
Fed Id. No.:
Contact Person: Becky Koze
Title: Senior Vice President Development Convergent Energy and Power LP
Contact Phone No.: 215-287-4398
Contact Email: bkoze@convergentep.com

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 RLK

B) INDIVIDUAL COMPLETING APPLICATION

Name: Becky Koze
Company Name: Convergent Energy and Power LP
Title: Senior Vice President Development
Address: 7 Times Square Tower Suite 3504, NY, NY 10036
Phone No.: 215-287-4398 Fax No.:
Email: bkoze@convergentep.com

C) APPLICANT'S COUNSEL

Name: Daniel Spitzer

Address: Hodgson Russ LLP, 140 Pearl Street, Suite 100, Buffalo, NY 14202

Phone No.: 716-848-1420

Fax No.: _____

Email: dspitzer@hodgsonruss.com

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: Derek Longo

Address: 7 Times Square Tower Suite 3504, NY, NY 10036

Phone No.: 917-508-0270

Fax No.: _____

Contact Email: dlongo@convergentep.com

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. Please initial stating you understand and consent to the above DJL

E) APPLICANT'S GENERAL CONTRACTOR/CONSTRUCTION MANAGER

Name/Contact: Not yet determined

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
Convergent West Warwick LLC	Sole Member and Manager	100% direct	

**Please attach chart if space provided is not sufficient. See attached Organizational Chart.

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 1)

Date of organization: 10/27/2020

State of Organization: Delaware

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:

N/A

**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.

As indicated in Section F

**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.

West Warwick Energy Storage 1 LLC is a Convergent Energy and Power Company.

**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 or principal of the Company ever been convicted of 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

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):

West Warwick Energy Storage 1 LLC is a wholly owned subsidiary of New York City based Convergent and Power LP ("Convergent"), a leading independent developer of energy storage solutions in North America, managing a 120+ MW project portfolio that is operating or under construction. Convergent is owned by private-equity firm ECP, an international leader in investing in power generation, renewable and storage assets and critical sustainability and decarbonization infrastructure.

**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.:

P) 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

O) Is the applicant (Company) party in compliance with local, state, and federal taxes, workers' protection, and environmental laws? Yes or No

If no, please describe below:

**Please attach narrative 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: 63 Country Highway 1
- Tax Map Number 42-1-35.1
(Section/Block/Lot)
- Located in City of _____
Located in Town of Warwick
Located in Village of Warwick
School District of Warwick Valley Central School District
- B) Are utilities on site?
- Water _____ Electric _____
Gas _____ Sanitary/Storm Sewer _____
- C) Present legal owner of the site Warwick Valley Central School District 1
If other than from applicant, by what means will the site be acquired for this project?
lease agreement executed with landowner
- D) Zoning of Project Site: Current: Suburban Residential Low-Density Proposed: Suburban Residential Low-Density
- E) Are any variances needed? _____

F) Furnish a copy of any environmental application presently in process of completion concerning this project, providing name and address of the agency, and copy all pending or completed documentation and determinations.

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

H) Statement describing project (i.e. land acquisition, construction of manufacturing facility, etc.):

Construction of a 4MW/22.4MWh battery storage system to service the local distribution grid needs. Stored energy will be utilized by Orange & Rockland utilities. The storage block will consist of energy storage units connected to one inverter unit. The site will also include an auxiliary transformer, switchboard and a metal enclosed switchgear.

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

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

It is unlikely that this project would be financially viable without Financial Assistance provided by the agency. This project is being constructed to provide improvements to the distribution system reliability and resiliency, as well as providing emission free energy to the residents of Orange County. Like other renewable technologies such as wind or solar, this project depends on tax abatements in order to reach a minimum rate of return on our investment.

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

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

In addition to providing grid support services to O&R, the project will offer VDER subscriptions to customers to lower electric bills. The project will play an important role in reducing greenhouse gas emissions by reducing the need for fossil fuel peaker plants (which are mainly located in environmental justice communities) in the City. In addition to the many public benefits conferred by the energy storage system, the construction of the project will result in approximately 20 construction jobs.

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

K) Anticipated Date of Operation: September 2022

L) Principal use of project upon completion:

- manufacturing warehousing research offices
- industrial recreation retail residential
- training data process other

If other, explain: Battery energy storage system

M) NAICS Code: 221118

N) Estimated Project Costs, including:

Value of property to be acquired: \$ 0

Value of improvements: \$ 1,232,593

Value of equipment to be purchased: \$ 6,317,037

Estimated cost of engineering/architectural services: \$ 154,074

Other: \$ _____

Total Capital Costs: \$ 7,703,704

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

Sources of Funds for Project Costs:

Bank Financing: \$ _____

Equity (excluding equity that is attributed to grants/tax credits) \$ 7,703,704

Tax Exempt Bond Issuance (if applicable) \$ _____

Taxable Bond Issuance (if applicable) \$ _____

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:	\$ _____

O) Inter-Municipal Move Determination

Will the project result in the removal of a plant or facility of the applicant from one area of the State of New York to another?

Yes or No

Will the project result in the removal of a plant or facility of another proposed occupant of the project from one area of the State of New York to another area of the State of New York?

Yes or No

Will the project result in the abandonment of one or more plants or facilities located in the State of New York?

Yes or No

If Yes to any of the questions above, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

Project Data

1. Project site (land)

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

10,000 SF (Note: both West Warwick Energy Storage 1 & 2 LLC projects are located adjacent to one another on the same property.)

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

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

Vacant land behind school bus depot

(d) Indicate relationship to present user of project.

Lease with landowner

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

N/A

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

N/A construction of new battery energy storage system

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

N/A

5. Estimated Start Date of Construction:

February 2022

6. Estimated End Date of Construction:

September 2022

7. What will the building or buildings to be acquired, constructed or expanded be used for by the company?
(Include description of products to be manufactured, assembled or processed, and services to be rendered. . .

battery energy storage system

. . . including the percentage of building(s) to be used for office space and an estimate of the percentage of the functions to be performed at such office not related to the day-to-day operations of the facilities being financed.)

8. 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/A

9. List principal items or categories of equipment to be acquired as part of the project.

10. Has construction work on this project begun? Yes or No

Complete the following

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

Percentage of Project Costs financed from Public Sector sources:

Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon Sources of Funds for Project Costs as depicted above under the heading "Estimated Project Costs" (Section II(I)) of the Application.

C.) 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:

It is unlikely that this project would be financially viable without Financial Assistance provided by the agency. This project is being constructed to provide improvements to the distribution system reliability and resiliency, as well as providing emission free energy to the residents of Orange County. Like other renewable technologies such as wind or solar, this project depends on tax abatements in order to reach a minimum rate of return on our investment.

IV. EMPLOYMENT PLAN

A) Current Employee Headcount:

	Current # of jobs at proposed project location or to be relocated to project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon 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 **
Full time (FTE)	0			
Part Time (PTE)	0			
Total	0			

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 Year 1	Number of Jobs Year 2	Number of Jobs Year 3	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
0					
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:

NA

**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)			

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

NA

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

D) Please attach a projected hiring plan if conducted on a monthly time frame and not conducted on an annual basis as broken down in the charts above.

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

NA

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

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

NA

**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 (PublicLaw 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 JPTA 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: The applicant understands and agrees that, if the proposed 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 people employed at the project site. The applicant will receive a request for information in the fourth quarter of each year that Financial Assistance is utilized and agrees to return the information by the end of January the following year.
- F. Compliance with N.Y. GML Sec. 862(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:
- § 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would 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 located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant 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.

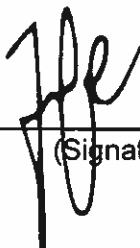
- I. Recapture: Should the Applicant not expend, hire as presented, or violates Sales Tax Exemption regulations, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be 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.

The Applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss.:

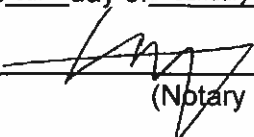
Frank J Genova III _____, being first duly sworn, deposes and says:

- 1. That I am the COO/CFO _____ (Corporate Office) of West Warwick Energy Storage 1 LLC(Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
- 2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.



(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury this 6th day of January, 2022



(Notary Public)

Commonwealth of Pennsylvania – Notary Seal
Tonika M. Stenson Dabney – Notary Public
Lebanon County
My Commission Expires March 24, 2023

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

Transaction Counsel
RUSSELL GAENZLE, ESQ.
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
Tel: (585) 419-8633
Fax: (585) 419-8817



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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: Frank J Genova III

Title: COO/CFO

(Notary Public)

Sworn to before me this 6th day

Of January, 2022

Commonwealth of Pennsylvania – Notary Seal
Tonika M. Stenson Dabney – Notary Public
Lebanon County
My Commission Expires March 24, 2023



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To be completed/calculated by AGENCY

Real Property Tax Benefits (Detailed):

** This section of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.

PILOT Estimate Table Worksheet

Dollar Value of New Construction and Renovation Costs	Estimated New Assessed Value of Property Subject to IDA*	County Tax Rate/1000	Local Tax Rate (Town/City/Village)/1000	School Tax Rate/1000

*Apply equalization rate to value

PILOT Year	% Payment	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
TOTAL							

*Estimates provided are based on current property tax rates and assessment values

Cost Benefit Analysis:

To be completed/calculated by AGENCY

Costs =
Financial Assistance

Benefits =
Economic Development

*Estimated Sales Tax Exemption \$ _____

New Jobs Created
Permanent _____
Temporary _____

Existing Jobs Retained
Permanent _____
Temporary _____

Estimated Mortgage Tax Exemption \$ _____

Expected Yearly Payroll \$ _____

Estimated Property Tax Abatement \$ _____

Expected Gross Receipts \$ _____

Additional Revenues to School Districts

Additional Revenues to Municipalities

Other Benefits _____

Estimated Interest Savings IRB Issue \$ _____

Private Funds invested \$ _____

Likelihood of accomplishing proposed project within three (3) years

Likely or Unlikely

* Estimated Value of Goods and Services to be exempt from sales and use tax as a result of the Agency's involvement in the Project. PLEASE NOTE: These amounts will be verified and there is a potential for a recapture of sales tax exemptions (see "Recapture" on page 10).

\$ _____ (to be used on the NYS ST-60)



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Fill out when instructed by Agency

RETAIL QUESTIONNAIRE

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or purchase services.

A) Will any portion of the Project consist of facilities or property that will be primarily used in making sales of goods or services to customers who personally visit the Project site? Yes No

B) What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the Project? _____ %

C) 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

D) 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

E) Will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes No

If yes, explain:

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

F) Will the Project be located in an area designated as an economic development zone pursuant to Article 18-B of the General Municipal Law (Source: <https://esd.ny.gov/empire-zones-program>)? Yes No

If yes, explain:

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

- G) 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

If yes, explain:

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



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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).

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:

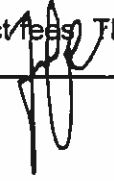
Orange County Industrial Development Agency

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

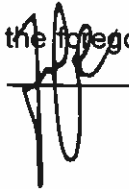
A handwritten signature in black ink, appearing to be 'JL', written over a horizontal line.

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

A handwritten signature in black ink, appearing to be 'JL', written over a horizontal line.



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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

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?
 - i. Support letter from Supervisor/Mayor
- b. Is there favor, locally, for the project?
- c. Is the project remediating a brownfield or repurposing a zombie property?
- d. Is the parcel located in federally distressed area?
- e. 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



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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
West Warwick Energy Storage 1 LLC

Company Name
Frank J Genova III

Print Name of above signer
fgenova@convergentep.com

Email/phone of Applicant
January 6, 2022

Date

Signature of CM, GC or SC

Company Name

Print Name of above signer

Email/phone of CM/GC/SC

Date

INITIAL RESOLUTION
(West Warwick Energy Storage 1 LLC Project)

A regular meeting of the Orange County Industrial Development Agency held on February 16, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by the _____ and upon the roll being duly called, the following members were:

MEMBERS PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

THE FOLLOWING PERSONS WERE ALSO PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

The following Resolution was offered by _____ and seconded by _____:

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF WEST WARWICK ENERGY STORAGE 1 LLC WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) DESCRIBING THE FINANCIAL ASSISTANCE IN CONNECTION THEREWITH; AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH PROJECT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, West Warwick Energy Storage 1 LLC, a Delaware limited liability company, or an entity to be formed (collectively, the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with a certain project (the "*Project*"), consisting of: (A)(i) the acquisition of a (sub)leasehold interest in approximately 15.75 acres of a larger approximately 31.5 acre vacant parcel (bearing tax map no. 42-1-35.1) located at 63 County Highway 1, Warwick, New York (the "*Land*") (ii) the construction of an approximate 10,000 sq.ft. 4MW/22.4MWh battery storage system, including an auxiliary switchboard and a metal enclosed switchgear located on the Land to service the local distribution grid, and provide improvements to the distribution systems' reliability and resiliency, as well as providing emission free energy to the residents of Orange County (collectively, the "*Facility*"); and (iii) the acquisition

and installation in and on the Facility of furniture, fixtures and equipment, (the “*Equipment*” and together with the Land and the Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the “*Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the (sub)sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the stored energy from the Project Facility will be utilized by Orange and Rockland utilities; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as said quoted term is defined in SEQRA) to be taken by the Agency and the approval of the Project constitutes such an action; and

WHEREAS, the Agency has not yet made a determination under SEQRA; and

WHEREAS, the Agency has not approved undertaking the Project or granting the Financial Assistance; and

WHEREAS, the grant of Financial Assistance to the Project is subject to, among other things, the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State.

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

SECTION 1. The Company has presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Project constitutes a “project” within the meaning of the Act;

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The Financial Assistance contemplated with respect to the Project consists of assistance in the form of exemptions from State and local sales and use taxation and real property tax. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

SECTION 2. Each the Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to hold a public hearing pursuant to Section 859-a of the Act. A public hearing with respect to the Project and Financial Assistance shall be scheduled with notice thereof published, and such notice, as applicable, shall further be sent to affected tax jurisdictions within which the Project is located.

SECTION 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

SECTION 4. The Secretary, Chief Operating Officer or the Chief Executive Officer of the Agency is hereby authorized to and may distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

SECTION 5. In the event that (a) the Company does not proceed to final Agency approval within six (6) months of the date hereof; and/or (b) close with the Agency on the proposed Financial Assistance within twelve (12) months of the date hereof, the Agency reserves the right to rescind and cancel this Resolution and all approvals made hereunder or under any other Agency resolution or action.

SECTION 6. These Resolutions shall take effect immediately.

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

Yea

Nay

Absent

Abstain

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) SS:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on February 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that: (i) all members of the Agency had due notice of such meeting; (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 ("**EO 202.1**"), as amended and extended from time to time, such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (iii) the meeting was in all respects duly held; and there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this _____ day of _____, 2022.

William Fioravanti, Chief Executive Officer

(S E A L)



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APPLICATION FOR FINANCIAL ASSISTANCE

West Warwick Energy Storage 2 LLC

(Applicant Name)

December 10, 2021

(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 August 25, 2021



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OCIDA Board

Michael Torelli
Chairman

John Douthit
Vice Chairman

Lesley Pierri
Secretary

Vincent Odock
Assistant Secretary

Paul Ruskiewicz
Board Member

Dean Tamburri
Board Member

OCIDA Staff

Bill Fioravanti
Agent Manager

Kelly Reilly
Project Manager

Harris Beach PLLC
IDA Bond Counsel



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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.”



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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: pg. 5
..... **Financial Information: pg. 10**

Section II.....Project Information: pg. 11

Section III.....Financial Assistance Requested: pg. 16

Section IV Employment Plan: pg. 18

Section V Representations by the Applicant: pg. 21

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: pg. 24
..... **Retail Questionnaire: pg. 27**
..... **Fee Schedule: pg. 29**
..... **Project Scoring Criteria: pg. 32**
..... **Labor Policy: pg. 34**



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APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

A) APPLICANT

Company Name: West Warwick Energy Storage 2 LLC
Mailing Address: 7 Times Square Tower Suite 3504, NY, NY 10036
Phone No.: 215-287-4398
Fax No.:
Fed Id. No.:
Contact Person: Becky Koze
Title: Senior Vice President Development Convergent Energy and Power LP
Contact Phone No.: 215-287-4398
Contact Email: bkoze@convergentep.com

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 RLK

B) INDIVIDUAL COMPLETING APPLICATION

Name: Becky Koze
Company Name: Convergent Energy and Power LP
Title: Senior Vice President Development
Address: 7 Times Square Tower Suite 3504, NY, NY 10036
Phone No.: 215-287-4398 Fax No.:
Email: bkoze@convergentep.com

C) APPLICANT'S COUNSEL

Name: Daniel Spitzer

Address: Hodgson Russ LLP, 140 Pearl Street, Suite 100, Buffalo, NY 14202

Phone No.: 716-848-1420

Fax No.: _____

Email: dspitzer@hodgsonruss.com

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: Derek Longo

Address: 7 Times Square Tower Suite 3504, NY, NY 10036

Phone No.: 917-508-0270

Fax No.: _____

Contact Email: dlongo@convergentep.com

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. Please initial stating you understand and consent to the above DJL

E) APPLICANT'S GENERAL CONTRACTOR/CONSTRUCTION MANAGER

Name/Contact: Not yet determined

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
Convergent West Warwick LLC	Sole Member and Manager	100% direct	

**Please attach chart if space provided is not sufficient. See attached Organizational Chart.

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 ¹ _____)

Date of organization: 10/27/2020
 State of Organization: Delaware

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:

N/A

**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.

As indicated in Section F

**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.

West Warwick Energy Storage 2 LLC is a Convergent Energy and Power Company.

**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 or principal of the Company ever been convicted of 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

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):

West Warwick Energy Storage 2 LLC is a wholly owned subsidiary of New York City based Convergent and Power LP ("Convergent"), a leading independent developer of energy storage solutions in North America, managing a 120+ MW project portfolio that is operating or under construction. Convergent is owned by private-equity firm ECP, an international leader in investing in power generation, renewable and storage assets and critical sustainability and decarbonization infrastructure.

**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.:

P) 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

O) Is the applicant (Company) party in compliance with local, state, and federal taxes, workers' protection, and environmental laws? Yes or No

If no, please describe below:

**Please attach narrative 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: 63 Country Highway 1
- Tax Map Number 42-1-35.1
(Section/Block/Lot)
- Located in City of _____
Located in Town of Warwick
Located in Village of Warwick
School District of Warwick Valley Central School District
- B) Are utilities on site?
- Water _____ Electric _____
Gas _____ Sanitary/Storm Sewer _____
- C) Present legal owner of the site Warwick Valley Central School District 1
If other than from applicant, by what means will the site be acquired for this project?
lease agreement executed with landowner
- D) Zoning of Project Site: Current: Suburban Residential Low-Density Proposed: Suburban Residential Low-Density
- E) Are any variances needed? _____

F) Furnish a copy of any environmental application presently in process of completion concerning this project, providing name and address of the agency, and copy all pending or completed documentation and determinations.

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

H) Statement describing project (i.e. land acquisition, construction of manufacturing facility, etc.):

Construction of a 4MW/16.4MWh battery storage system to service the local distribution grid needs. Stored energy will be utilized by Orange & Rockland utilities. The storage block will consist of energy storage units connected to one inverter unit. The site will also include an auxiliary transformer, switchboard and a metal enclosed switchgear.

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

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

It is unlikely that this project would be financially viable without Financial Assistance provided by the agency. This project is being constructed to provide improvements to the distribution system reliability and resiliency, as well as providing emission free energy to the residents of Orange County. Like other renewable technologies such as wind or solar, this project depends on tax abatements in order to reach a minimum rate of return on our investment.

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

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

In addition to providing grid support services to O&R, the project will offer VDER subscriptions to customers to lower electric bills. The project will play an important role in reducing greenhouse gas emissions by reducing the need for fossil fuel peaker plants (which are mainly located in environmental justice communities) in the City. In addition to the many public benefits conferred by the energy storage system, the construction of the project will result in approximately 20 construction jobs.

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

K) Anticipated Date of Operation: September 2022

L) Principal use of project upon completion:

- manufacturing warehousing research offices
- industrial recreation retail residential
- training data process other

If other, explain: Battery energy storage system

M) NAICS Code: 221118

N) Estimated Project Costs, including:

Value of property to be acquired: \$ 0

Value of improvements: \$ 902,434

Value of equipment to be purchased: \$ 4,624,974

Estimated cost of engineering/architectural services: \$ 112,804

Other: \$ _____

Total Capital Costs: \$ 5,640,212

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

Sources of Funds for Project Costs:

Bank Financing: \$ _____

Equity (excluding equity that is attributed to grants/tax credits) \$ 5,640,212

Tax Exempt Bond Issuance (if applicable) \$ _____

Taxable Bond Issuance (if applicable) \$ _____

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:	\$ _____

O) Inter-Municipal Move Determination

Will the project result in the removal of a plant or facility of the applicant from one area of the State of New York to another?

Yes or No

Will the project result in the removal of a plant or facility of another proposed occupant of the project from one area of the State of New York to another area of the State of New York?

Yes or No

Will the project result in the abandonment of one or more plants or facilities located in the State of New York?

Yes or No

If Yes to any of the questions above, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

Project Data

1. Project site (land)

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

10,000 SF (Note: both West Warwick Energy Storage 1 & 2 LLC projects are located adjacent to one another on the same property.)

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

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

Vacant land behind school bus depot

(d) Indicate relationship to present user of project.

Lease with landowner

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

N/A

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

N/A construction of new battery energy storage system

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

N/A

5. Estimated Start Date of Construction:

February 2022

6. Estimated End Date of Construction:

September 2022

7. What will the building or buildings to be acquired, constructed or expanded be used for by the company?
(Include description of products to be manufactured, assembled or processed, and services to be rendered. . .

battery energy storage system

. . . including the percentage of building(s) to be used for office space and an estimate of the percentage of the functions to be performed at such office not related to the day-to-day operations of the facilities being financed.)

8. 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/A

9. List principal items or categories of equipment to be acquired as part of the project.

10. 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

III. FINANCIAL ASSISTANCE REQUESTED

A) Benefits Requested:

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

B.) Value of Incentives:

IDA PILOT Benefit: Agency staff will indicate the amount of PILOT Benefit based on estimated Project Costs as contained herein and anticipated tax rates and assessed valuation, including the annual PILOT Benefit abatement amount for each year of the PILOT benefit year and the sum total of PILOT Benefit abatement amount for the term of the PILOT as depicted under the heading "Real Property Tax Benefit (Detailed)" of the Application.

Sales and Use Tax:

Estimated value of Sales Tax exemption for facility construction:

$$\text{\$ } \underline{902,434} \quad \times \quad .08125 \quad = \quad \text{\$ } \underline{73,322.75}$$

(Amount of Project Cost Subject to Tax X Sales Tax Rate = Total)

Estimated Sales Tax exemption for fixtures and equipment:

$$\text{\$ } \underline{4,624,974} \quad \times \quad .08125 \quad = \quad \text{\$ } \underline{375,779.10}$$

(Amount of Project Cost Subject to Tax X Sales Tax Rate = Total)

Estimated duration of Sales Tax exemption: 1 year

***Should coincide with construction timeline.*

Mortgage Recording Tax Exemption Benefit:

Estimated value of Mortgage: \$ _____

Estimated value of Mortgage Recording Tax exemption:

$$\text{\$ } \underline{\hspace{2cm}} \quad \times \quad .0075 \quad = \quad \text{\$ } \underline{\hspace{2cm}}$$

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

Tax-Exempt/ Taxable Revenue Bond Benefit:

Amount of Bonds, if requested: \$ _____

Is a purchaser for the Bonds in place?

Yes or No

Percentage of Project Costs financed from Public Sector sources:

Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon Sources of Funds for Project Costs as depicted above under the heading "Estimated Project Costs" (Section II(I)) of the Application.

C.) 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:

It is unlikely that this project would be financially viable without Financial Assistance provided by the agency. This project is being constructed to provide improvements to the distribution system reliability and resiliency, as well as providing emission free energy to the residents of Orange County. Like other renewable technologies such as wind or solar, this project depends on tax abatements in order to reach a minimum rate of return on our investment.

IV. EMPLOYMENT PLAN

A) Current Employee Headcount:

	Current # of jobs at proposed project location or to be relocated to project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon 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 **
Full time (FTE)	0			
Part Time (PTE)	0			
Total	0			

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 Year 1	Number of Jobs Year 2	Number of Jobs Year 3	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
0					
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:

NA

**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)			

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

NA

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

D) Please attach a projected hiring plan if conducted on a monthly time frame and not conducted on an annual basis as broken down in the charts above.

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

NA

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

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

NA

**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 (PublicLaw 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 JPTA 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: The applicant understands and agrees that, if the proposed 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 people employed at the project site. The applicant will receive a request for information in the fourth quarter of each year that Financial Assistance is utilized and agrees to return the information by the end of January the following year.
- F. Compliance with N.Y. GML Sec. 862(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would 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 located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant 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.

The Applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss.:

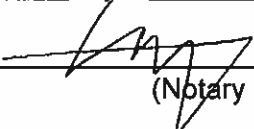
Frank J Genova III _____, being first duly sworn, deposes and says:

- 1. That I am the COO/CFO _____ (Corporate Office) of West Warwick Energy Storage 2 LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
- 2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.



(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 6th day of January, 2022



(Notary Public)

Commonwealth of Pennsylvania – Notary Seal
Tonika M. Stenson Dabney – Notary Public
Lebanon County
My Commission Expires March 24, 2023
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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

Transaction Counsel
RUSSELL GAENZLE, ESQ.
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
Tel: (585) 419-8633
Fax: (585) 419-8817



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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: Frank J Genova III

Title: COO/CFO

(Notary Public)

Sworn to before me this 6th day

Of January, 2022

Commonwealth of Pennsylvania – Notary Seal
Tonika M. Stenson Dabney – Notary Public
Lebanon County
My Commission Expires March 24, 2023



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To be completed/calculated by AGENCY

Real Property Tax Benefits (Detailed):

** This section of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.

PILOT Estimate Table Worksheet

Dollar Value of New Construction and Renovation Costs	Estimated New Assessed Value of Property Subject to IDA*	County Tax Rate/1000	Local Tax Rate (Town/City/Village)/1000	School Tax Rate/1000

*Apply equalization rate to value

PILOT Year	% Payment	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
TOTAL							

*Estimates provided are based on current property tax rates and assessment values

Cost Benefit Analysis:

To be completed/calculated by AGENCY

	<u>Costs =</u> <u>Financial Assistance</u>	<u>Benefits =</u> <u>Economic Development</u>
*Estimated Sales Tax Exemption	\$ _____	New Jobs Created Permanent _____ Temporary _____
		Existing Jobs Retained Permanent _____ Temporary _____
Estimated Mortgage Tax Exemption	\$ _____	Expected Yearly Payroll \$ _____
Estimated Property Tax Abatement	\$ _____	Expected Gross Receipts \$ _____
		Additional Revenues to School Districts _____ _____ _____
		Additional Revenues to Municipalities _____ _____ _____
		Other Benefits _____
Estimated Interest Savings IRB Issue	\$ _____	Private Funds invested \$ _____
		Likelihood of accomplishing proposed project within three (3) years <input type="checkbox"/> Likely or <input type="checkbox"/> Unlikely

* Estimated Value of Goods and Services to be exempt from sales and use tax as a result of the Agency's involvement in the Project. PLEASE NOTE: These amounts will be verified and there is a potential for a recapture of sales tax exemptions (see "Recapture" on page 10).

\$ _____(to be used on the NYS ST-60)



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Fill out when instructed by Agency

RETAIL QUESTIONNAIRE

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or purchase services.

- A) Will any portion of the Project consist of facilities or property that will be primarily used in making sales of goods or services to customers who personally visit the Project site? Yes No
- B) What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the Project? _____ %
- C) 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
- D) 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
- E) Will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes No

If yes, explain:

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

- F) Will the Project be located in an area designated as an economic development zone pursuant to Article 18-B of the General Municipal Law (Source: <https://esd.ny.gov/empire-zones-program>)? Yes No

If yes, explain:

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

- G) 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

If yes, explain:

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



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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).

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:

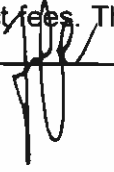
Orange County Industrial Development Agency

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

A handwritten signature in black ink, appearing to be 'JL', written over a horizontal line.

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

A handwritten signature in black ink, appearing to be 'JL', written over a horizontal line.



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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

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?
 - i. Support letter from Supervisor/Mayor
- b. Is there favor, locally, for the project?
- c. Is the project remediating a brownfield or repurposing a zombie property?
- d. Is the parcel located in federally distressed area?
- e. 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



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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
West Warwick Energy Storage 2 LLC

Company Name
Frank J Genova III

Print Name of above signer
fgenova@convergentep.com

Email/phone of Applicant
January 6, 2022

Date

Signature of CM, GC or SC

Company Name

Print Name of above signer

Email/phone of CM/GC/SC

Date

INITIAL RESOLUTION
(West Warwick Energy Storage 2 LLC Project)

A regular meeting of the Orange County Industrial Development Agency held on February 16, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by the _____ and upon the roll being duly called, the following members were:

MEMBERS PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

THE FOLLOWING PERSONS WERE ALSO PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

The following Resolution was offered by _____ and seconded by _____:

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF WEST WARWICK ENERGY STORAGE 2 LLC WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) DESCRIBING THE FINANCIAL ASSISTANCE IN CONNECTION THEREWITH; AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH PROJECT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, West Warwick Energy Storage 2 LLC, a Delaware limited liability company, or an entity to be formed (collectively, the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with a certain project (the "*Project*"), consisting of: (A)(i) the acquisition of a (sub)leasehold interest in approximately 15.75 acres of a larger 31.5 acre vacant parcel (bearing tax map no. 42-1-35.1) located at 63 County Highway 1, Warwick, New York (the "*Land*") (ii) the construction of an approximate 10,000 sq.ft. 4MW/16.4MWh battery storage system, including an auxiliary switchboard and a metal enclosed switchgear located on the Land to service the local distribution grid, and provide improvements to the distribution systems' reliability and resiliency, as well as providing emission free energy to the residents of Orange County (collectively, the "*Facility*"); and (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment, (the "*Equipment*" and together with

the Land and the Facility, the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the (sub)sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the stored energy from the Project Facility will be utilized by Orange and Rockland utilities; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as said quoted term is defined in SEQRA) to be taken by the Agency and the approval of the Project constitutes such an action; and

WHEREAS, the Agency has not yet made a determination under SEQRA; and

WHEREAS, the Agency has not approved undertaking the Project or granting the Financial Assistance; and

WHEREAS, the grant of Financial Assistance to the Project is subject to, among other things, the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State.

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

SECTION 1. The Company has presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Project constitutes a “project” within the meaning of the Act;

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The Financial Assistance contemplated with respect to the Project consists of assistance in the form of exemptions from State and local sales and use taxation and real property tax. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

SECTION 2. Each the Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to hold a public hearing pursuant to Section 859-a of the Act. A public hearing with respect to the Project and Financial Assistance shall be scheduled with notice thereof published, and such notice, as applicable, shall further be sent to affected tax jurisdictions within which the Project is located.

SECTION 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

SECTION 4. The Secretary, Chief Operating Officer or the Chief Executive Officer of the Agency is hereby authorized to and may distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

SECTION 5. In the event that (a) the Company does not proceed to final Agency approval within six (6) months of the date hereof; and/or (b) close with the Agency on the proposed Financial Assistance within twelve (12) months of the date hereof, the Agency reserves the right to rescind and cancel this Resolution and all approvals made hereunder or under any other Agency resolution or action.

SECTION 6. These Resolutions shall take effect immediately.

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

Yea

Nay

Absent

Abstain

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) SS:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on February 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that: (i) all members of the Agency had due notice of such meeting; (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 ("**EO 202.1**"), as amended and extended from time to time, such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (iii) the meeting was in all respects duly held; and there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this _____ day of _____, 2022.

William Fioravanti, Chief Executive Officer

(S E A L)



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APPLICATION FOR FINANCIAL ASSISTANCE

West Warwick Energy Storage 3 LLC

(Applicant Name)

December 10, 2021

(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 August 25, 2021



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OCIDA Board

Michael Torelli
Chairman

John Douthit
Vice Chairman

Lesley Pierri
Secretary

Vincent Odock
Assistant Secretary

Paul Ruskiewicz
Board Member

Dean Tamburri
Board Member

OCIDA Staff

Bill Fioravanti
Agent Manager

Kelly Reilly
Project Manager

Harris Beach PLLC
IDA Bond Counsel



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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.”



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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: pg. 5
 **Financial Information: pg. 10**

Section II.....Project Information: pg. 11

Section III.....Financial Assistance Requested: pg. 16

Section IV.....Employment Plan: pg. 18

Section V.....Representations by the Applicant: pg. 21

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: pg. 24
 **Retail Questionnaire: pg. 27**
 **Fee Schedule: pg. 29**
 **Project Scoring Criteria: pg. 32**
 **Labor Policy: pg. 34**



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APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

A) APPLICANT

Company Name: West Warwick Energy Storage 3 LLC
Mailing Address: 7 Times Square Tower Suite 3504, NY, NY 10036
Phone No.: 215-287-4398
Fax No.:
Fed Id. No.:
Contact Person: Becky Koze
Title: Senior Vice President Development Convergent Energy and Power LP
Contact Phone No.: 215-287-4398
Contact Email: bkoze@convergentep.com

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 R.L.K

B) INDIVIDUAL COMPLETING APPLICATION

Name: Becky Koze
Company Name: Convergent Energy and Power LP
Title: Senior Vice President Development
Address: 7 Times Square Tower Suite 3504, NY, NY 10036
Phone No.: 215-287-4398 Fax No.:
Email: bkoze@convergentep.com

C) APPLICANT'S COUNSEL

Name: Daniel Spitzer

Address: Hodgson Russ LLP, 140 Pearl Street, Suite 100, Buffalo, NY 14202

Phone No.: 716-848-1420

Fax No.: _____

Email: dspitzer@hodgsonruss.com

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: Derek Longo

Address: 7 Times Square Tower Suite 3504, NY, NY 10036

Phone No.: 917-508-0270

Fax No.: _____

Contact Email: dlongo@convergentep.com

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. Please initial stating you understand and consent to the above DJL

E) APPLICANT'S GENERAL CONTRACTOR/CONSTRUCTION MANAGER

Name/Contact: Not yet determined

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
Convergent West Warwick LLC	Sole Member and Manager	100% direct	

**Please attach chart if space provided is not sufficient. See Organizational Chart attached.

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 ¹ _____)

Date of organization: 10/27/2020
 State of Organization: Delaware

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:

N/A

**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.

As indicated in Section F

**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.

West Warwick Energy Storage 3 LLC is a Convergent Energy and Power Company.

**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 or principal of the Company ever been convicted of 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

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):

West Warwick Energy Storage 1 LLC is a wholly owned subsidiary of New York City based Convergent and Power LP ("Convergent"), a leading independent developer of energy storage solutions in North America, managing a 120+ MW project portfolio that is operating or under construction. Convergent is owned by private-equity firm ECP, an international leader in investing in power generation, renewable and storage assets and critical sustainability and decarbonization infrastructure.

**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.:

P) 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

O) Is the applicant (Company) party in compliance with local, state, and federal taxes, workers' protection, and environmental laws? Yes or No

If no, please describe below:

**Please attach narrative 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: 28 Church Street
- Tax Map Number 208-2-10
(Section/Block/Lot)
- Located in City of _____
Located in Town of Warwick
Located in Village of Warwick
School District of Warwick Valley Central School District
- B) Are utilities on site?
- Water _____ Electric _____
Gas _____ Sanitary/Storm Sewer _____
- C) Present legal owner of the site Warwick Valley BBA, LLC
If other than from applicant, by what means will the site be acquired for this project?
Lease agreement executed with landowner
- D) Zoning of Project Site: Current: Light Industrial (LI) Proposed: Light Industrial (LI)
- E) Are any variances needed? _____

F) Furnish a copy of any environmental application presently in process of completion concerning this project, providing name and address of the agency, and copy all pending or completed documentation and determinations.

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

H) Statement describing project (i.e. land acquisition, construction of manufacturing facility, etc.):

Construction of a 4MW/17.9MWh battery storage system to service the local distribution grid needs. Stored energy will be utilized by Orange & Rockland utilities. The storage block will consist of energy storage units connected to one inverter unit. The site will also include an auxiliary transformer, switchboard and a metal enclosed switchgear.

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

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

It is unlikely that this project would be financially viable without Financial Assistance provided by the agency. This project is being constructed to provide improvements to the distribution system reliability and resiliency, as well as providing emission free energy to the residents of Orange County. Like other renewable technologies such as wind or solar, this project depends on tax abatements in order to reach a minimum rate of return on our investment.

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

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

The project will offer subscriptions to customers to lower electric bills. The project will play an important role in reducing greenhouse gas emissions by reducing the need for fossil fuel peaker plants (which are mainly located in environmental justice communities) in the City. In addition to the many public benefits conferred by the energy storage system, the construction of the project will result in approximately 20 construction jobs.

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

K) Anticipated Date of Operation: September 2022

L) Principal use of project upon completion:

- manufacturing warehousing research offices
- industrial recreation retail residential
- training data process other

If other, explain: Battery energy storage system

M) NAICS Code: 221118

N) Estimated Project Costs, including:

Value of property to be acquired: \$ 0

Value of improvements: \$ 984,974

Value of equipment to be purchased: \$ 5,047,989

Estimated cost of engineering/architectural services: \$ 123,122

Other: \$ _____

Total Capital Costs: \$ 6,156,085

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

Sources of Funds for Project Costs:

Bank Financing: \$ _____

Equity (excluding equity that is attributed to grants/tax credits) \$ 6,156,085

Tax Exempt Bond Issuance (if applicable) \$ _____

Taxable Bond Issuance (if applicable) \$ _____

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:	\$ _____

O) Inter-Municipal Move Determination

Will the project result in the removal of a plant or facility of the applicant from one area of the State of New York to another?

Yes or No

Will the project result in the removal of a plant or facility of another proposed occupant of the project from one area of the State of New York to another area of the State of New York?

Yes or No

Will the project result in the abandonment of one or more plants or facilities located in the State of New York?

Yes or No

If Yes to any of the questions above, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

Project Data

1. Project site (land)

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

17,500 SF

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

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

Vacant land beyond industrial parking lot

(d) Indicate relationship to present user of project.

Lease with Landowner

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

N/A

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

N/A - constructing a new battery energy storage system

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

N/A

5. Estimated Start Date of Construction:

February 2022

6. Estimated End Date of Construction:

September 2022

7. What will the building or buildings to be acquired, constructed or expanded be used for by the company?
(Include description of products to be manufactured, assembled or processed, and services to be rendered. . .

battery energy storage system

. . . including the percentage of building(s) to be used for office space and an estimate of the percentage of the functions to be performed at such office not related to the day-to-day operations of the facilities being financed.)

8. 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.

9. List principal items or categories of equipment to be acquired as part of the project.

10. 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

III. FINANCIAL ASSISTANCE REQUESTED

A) Benefits Requested:

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

B.) Value of Incentives:

IDA PILOT Benefit: Agency staff will indicate the amount of PILOT Benefit based on estimated Project Costs as contained herein and anticipated tax rates and assessed valuation, including the annual PILOT Benefit abatement amount for each year of the PILOT benefit year and the sum total of PILOT Benefit abatement amount for the term of the PILOT as depicted under the heading "Real Property Tax Benefit (Detailed)" of the Application.

Sales and Use Tax:

Estimated value of Sales Tax exemption for facility construction:
\$ 984,974 X .08125 = \$ 80,029.10

(Amount of Project Cost Subject to Tax X Sales Tax Rate = Total)

Estimated Sales Tax exemption for fixtures and equipment:
\$ 5,047,989 X .08125 = \$ 410,149.14

(Amount of Project Cost Subject to Tax X Sales Tax Rate = Total)

Estimated duration of Sales Tax exemption: 1 year

***Should coincide with construction timeline.*

Mortgage Recording Tax Exemption Benefit:

Estimated value of Mortgage: \$ _____

Estimated value of Mortgage Recording Tax exemption:

\$ _____ X .0075 = \$ _____

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

Tax-Exempt/ Taxable Revenue Bond Benefit:

Amount of Bonds, if requested: \$ _____

Is a purchaser for the Bonds in place?

Yes or No

Percentage of Project Costs financed from Public Sector sources:

Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon Sources of Funds for Project Costs as depicted above under the heading "Estimated Project Costs" (Section II(l)) of the Application.

C.) 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:

It is unlikely that this project would be financially viable without Financial Assistance provided by the agency. This project is being constructed to provide improvements to the distribution system reliability and resiliency, as well as providing emission free energy to the residents of Orange County. Like other renewable technologies such as wind or solar, this project depends on tax abatements in order to reach a minimum rate of return on our investment.

IV. EMPLOYMENT PLAN

A) Current Employee Headcount:

	Current # of jobs at proposed project location or to be relocated to project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon 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 **
Full time (FTE)	0			
Part Time (PTE)	0			
Total	0			

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 Year 1	Number of Jobs Year 2	Number of Jobs Year 3	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
0					
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:

NA

**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)			

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

NA

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

D) Please attach a projected hiring plan if conducted on a monthly time frame and not conducted on an annual basis as broken down in the charts above.

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

NA

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

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

NA

**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 (PublicLaw 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 JPTA 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: The applicant understands and agrees that, if the proposed 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 people employed at the project site. The applicant will receive a request for information in the fourth quarter of each year that Financial Assistance is utilized and agrees to return the information by the end of January the following year.
- F. Compliance with N.Y. GML Sec. 862(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:
- § 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would 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 located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant 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.

The Applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss.:

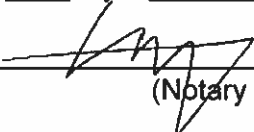
Frank J Genova III _____, being first duly sworn, deposes and says:

- 1. That I am the COO/CFO _____ (Corporate Office) of West Warwick Energy Storage 3 LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
- 2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.



(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury this 6th day of January, 2022



(Notary Public)

Commonwealth of Pennsylvania – Notary Seal
Tonika M. Stenson Dabney – Notary Public
Lebanon County
My Commission Expires March 24, 2023

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

Transaction Counsel
RUSSELL GAENZLE, ESQ.
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
Tel: (585) 419-8633
Fax: (585) 419-8817



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: Frank J Genova III

Title: COO/CFO

(Notary Public)

Sworn to before me this 6th day

Of January, 2022

Commonwealth of Pennsylvania – Notary Seal
Tonika M. Stenson Dabney – Notary Public
Lebanon County
My Commission Expires March 24, 2023



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To be completed/calculated by AGENCY

Real Property Tax Benefits (Detailed):

** This section of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.

PILOT Estimate Table Worksheet

Dollar Value of New Construction and Renovation Costs	Estimated New Assessed Value of Property Subject to IDA*	County Tax Rate/1000	Local Tax Rate (Town/City/Village)/1000	School Tax Rate/1000

*Apply equalization rate to value

PILOT Year	% Payment	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
TOTAL							

*Estimates provided are based on current property tax rates and assessment values

Cost Benefit Analysis:

To be completed/calculated by AGENCY

Costs =
Financial Assistance

Benefits =
Economic Development

*Estimated Sales Tax Exemption \$ _____

New Jobs Created
Permanent _____
Temporary _____

Existing Jobs Retained
Permanent _____
Temporary _____

Estimated Mortgage Tax Exemption \$ _____

Expected Yearly Payroll \$ _____

Estimated Property Tax Abatement \$ _____

Expected Gross Receipts \$ _____

Additional Revenues to School Districts

Additional Revenues to Municipalities

Other Benefits _____

Estimated Interest Savings IRB Issue \$ _____

Private Funds invested \$ _____

Likelihood of accomplishing proposed project within three (3) years

Likely or Unlikely

* Estimated Value of Goods and Services to be exempt from sales and use tax as a result of the Agency's involvement in the Project. PLEASE NOTE: These amounts will be verified and there is a potential for a recapture of sales tax exemptions (see "Recapture" on page 10).

\$ _____ (to be used on the NYS ST-60)



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Fill out when instructed by Agency

RETAIL QUESTIONNAIRE

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or purchase services.

- A) Will any portion of the Project consist of facilities or property that will be primarily used in making sales of goods or services to customers who personally visit the Project site? Yes No
- B) What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the Project? _____ %
- C) 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
- D) 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
- E) Will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes No

If yes, explain:

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

- F) Will the Project be located in an area designated as an economic development zone pursuant to Article 18-B of the General Municipal Law (Source: <https://esd.ny.gov/empire-zones-program>)? Yes No

If yes, explain:

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

- G) 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

If yes, explain:

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



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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).

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:

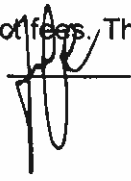
Orange County Industrial Development Agency

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

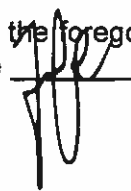
A handwritten signature in black ink, appearing to be 'MR', written over a horizontal line.

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

A handwritten signature in black ink, appearing to be 'MR', written over a horizontal line.



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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

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?
 - i. Support letter from Supervisor/Mayor
- b. Is there favor, locally, for the project?
- c. Is the project remediating a brownfield or repurposing a zombie property?
- d. Is the parcel located in federally distressed area?
- e. 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



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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
West Warwick Energy Storage 3 LLC

Company Name
Frank J Genova III

Print Name of above signer
fgenova@convergentep.com

Email/phone of Applicant
January 6, 2022

Date

Signature of CM, GC or SC

Company Name

Print Name of above signer

Email/phone of CM/GC/SC

Date

INITIAL RESOLUTION
(West Warwick Energy Storage 3 LLC Project)

A regular meeting of the Orange County Industrial Development Agency held on February 16, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by the _____ and upon the roll being duly called, the following members were:

MEMBERS PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

THE FOLLOWING PERSONS WERE ALSO PRESENT (in person or via Tele/Videoconference in accordance with the Governor's Executive Order 202.1):

The following Resolution was offered by _____ and seconded by _____:

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF WEST WARWICK ENERGY STORAGE 3 LLC WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) DESCRIBING THE FINANCIAL ASSISTANCE IN CONNECTION THEREWITH; AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH PROJECT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, West Warwick Energy Storage 3 LLC, a Delaware limited liability company, or an entity to be formed (collectively, the "*Company*"), has submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with a certain project (the "*Project*"), consisting of: (A)(i) the acquisition of a (sub)leasehold interest in some or all of an approximately 29.2 acre vacant parcel located at 28 Church Street, Warwick, New York (tax map no. 208-2-10) (the "*Land*"); (ii) the construction of an approximate 17,500 sq.ft. 4MW/17.9MWh battery storage system, including an auxiliary switchboard and a metal enclosed switchgear located on the Land to service the local distribution grid, and provide improvements to the distribution systems' reliability and resiliency, as well as providing emission free energy to the residents of Orange County (collectively, the "*Facility*"); and (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment, (the "*Equipment*" and together with the Land and

the Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the “*Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the (sub)sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the stored energy from the Project Facility will be utilized by Orange and Rockland utilities; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as said quoted term is defined in SEQRA) to be taken by the Agency and the approval of the Project constitutes such an action; and

WHEREAS, the Agency has not yet made a determination under SEQRA; and

WHEREAS, the Agency has not approved undertaking the Project or granting the Financial Assistance; and

WHEREAS, the grant of Financial Assistance to the Project is subject to, among other things, the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State.

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

SECTION 1. The Company has presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Project constitutes a “project” within the meaning of the Act;

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The Financial Assistance contemplated with respect to the Project consists of assistance in the form of exemptions from State and local sales and use taxation and real property tax. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Orange County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

SECTION 2. Each the Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized, on behalf of the Agency, to hold a public hearing pursuant to Section 859-a of the Act. A public hearing with respect to the Project and Financial Assistance shall be scheduled with notice thereof published, and such notice, as applicable, shall further be sent to affected tax jurisdictions within which the Project is located.

SECTION 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

SECTION 4. The Secretary, Chief Operating Officer or the Chief Executive Officer of the Agency is hereby authorized to and may distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

SECTION 5. In the event that (a) the Company does not proceed to final Agency approval within six (6) months of the date hereof; and/or (b) close with the Agency on the proposed Financial Assistance within twelve (12) months of the date hereof, the Agency reserves the right to rescind and cancel this Resolution and all approvals made hereunder or under any other Agency resolution or action.

SECTION 6. These Resolutions shall take effect immediately.

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

Yea

Nay

Absent

Abstain

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) SS:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on February 16, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that: (i) all members of the Agency had due notice of such meeting; (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 ("**EO 202.1**"), as amended and extended from time to time, such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (iii) the meeting was in all respects duly held; and there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this _____ day of _____, 2022.

William Fioravanti, Chief Executive Officer

(S E A L)

Daniel Spitzer, Esq.
Partner
Direct Dial: 716-848-1420
Direct Fax: 716-819-4650
dspitzer@hodgsonruss.com



January 14, 2022

Via FedEx Overnight & E-mail

Orange County Industrial Development Agency
Attn: Bill Fioravanti & Kelly Reilly
4 Crotty Lane, Suite 100
New Windsor, New York 12553
Bfioravanti@ocnyida.com
Kreilly@ocnyida.com

Re: Convergent Energy & Power LP – Applications for Financial Assistance

Dear Bill & Kelly:

I am pleased to submit on behalf of Convergent Energy & Power the following applications for assistance to three energy storage facilities in the Town of Warwick. Enclosed please find the following documents for the IDA's consideration:

- A Pre-Application for Financial Assistance for West Warwick Energy Storage 1, LLC;
- A Pre-Application for Financial Assistance for West Warwick Energy Storage 2, LLC;
- A Pre-Application for Financial Assistance for West Warwick Energy Storage 3, LLC;
- An Application for Financial Assistance for West Warwick Energy Storage 1, LLC;
- An Application for Financial Assistance for West Warwick Energy Storage 2, LLC;
- An Application for Financial Assistance for West Warwick Energy Storage 3, LLC; and
- 3 checks, each in the amount of \$ 5,000.00 for the West Warwick Energy Storage 1-3 applications.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Daniel A. Spitzer".

Daniel A. Spitzer

DAS/dcb
Enclosures

The Guaranty Building, 140 Pearl Street, Suite 100 | Buffalo, New York 14202-4040 | 716.856.4000 | HodgsonRuss.com