

AUTHORIZING RESOLUTION

Regarding the Authorization of the
Orange County Industrial Development Agency
With
Scannell Properties #600, LLC and Amazon.com Services LLC Project

WHEREAS, the Orange County Industrial Development Agency (the "Agency") is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18A and Section 912 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the "Act"), to assist in providing civic facilities for the use or benefit of the general public; and

WHEREAS, the Agency proposes to assist, together as co-applicants, Scannell Properties #600, LLC and Amazon.com Services LLC (together with the co-applicants and other project sponsor or any related legal entity, if different, the "Company") in financing a proposed project consisting of the demolition of the existing underutilized properties and redevelopment and construction of a 3,200,000 sq ft building, located at 22 McBride Road, Slate Hill, New York 10973 (the "Premises") as well as the acquisition and installation of new equipment, fixtures and furnishings, in Village of Slate Hill, Town of Wawayanda, Orange County, New York (collectively with the Premises, the "Project") by entering into a Straight Lease transaction; and

WHEREAS, in connection with the Straight Lease transaction, the Company, as lessor, proposes to lease to the Agency, as lessee, pursuant to a head lease agreement (the "Head Lease"), the site on which the Project will be located and any renovations and improvements to be constructed thereon and fixtures, furnishings and equipment to be located therein; and

WHEREAS, the Agency, as lessor, proposes to lease back to the Company, as lessee, pursuant to a lease agreement (the "Lease Agreement"), the Premises described in the Head Lease, and any renovations and improvements to be constructed thereon and fixtures, furnishings and equipment to be located therein; and

WHEREAS, the Agency has made certain findings and determinations in its Inducement Resolution regarding the Project adopted on May 14, 2025, which by this reference are adopted and confirmed as though made on the date hereof; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on June 10, 2025 at 6:30 p.m., at the Minisink Valley Middle School, 2320 State Route 6, Slate Hill, New York 10973, the Agency held a public hearing 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; and

WHEREAS, the Company intends to enter into a certain payment in lieu of taxes agreement ("PILOT Agreement") with the Town of Wawayanda, the County of Orange and the Minisink Valley Central School District for PILOT payments on the Premises over a fifteen (15) year period; and

WHEREAS, the 15-year PILOT Agreement has terms that deviate from the Agency's Uniform Tax Exemption Policy ("UTEP") standard 20-year Job Creation PILOT by decreasing the term of the PILOT by five years, with adjusted percentage of exemption as depicted within Exhibit A; and

WHEREAS, the PILOT Agreement will result in the Company receiving \$80,208,325 in tax savings over the 15-year term, in contrast to the \$102,667,901 in tax savings that the Company would otherwise receive under the standard 20-year Job Creation PILOT; and

WHEREAS, Notice Letters detailing the deviation PILOT Agreement and the reasons for deviation as so described therein were mailed or delivered to each affected tax jurisdiction on October 16, 2025; and

WHEREAS, at this October 23, 2025 meeting of the Agency, the Agency allowed representatives of all affected tax jurisdictions present at the meeting to address the Agency with respect to the deviation from the Agency's UTEP; and

WHEREAS, the Agency is considering providing financial assistance ("Financial Assistance") to the Company in the form of (i) on behalf of Scannell Properties #600, LLC, exemptions of up to \$18,821,250 for State and Local Sales Taxes that would otherwise be due with respect to project costs for qualified expenditures in an amount of up to \$225,000,000, (ii) on behalf of Amazon.com Services LLC, exemptions of up to \$12,187,500 for State and Local Sales Taxes that would otherwise be due with respect to project costs for qualified expenditures in the amount of \$150,000,000.00, or otherwise authorizing the Company to make purchases relating to the Project in a total amount estimated up to \$375,000,000 and, therefore, the value of the sale and use tax exemption benefits cannot exceed \$31,008,750, and (i) real property tax abatement benefits to be provided over the 15-year term of the PILOT Agreement, estimated to be approximately \$80,208,325 resulting in estimated total PILOT payments of \$48,270,163; and

WHEREAS, in order to provide Financial Assistance to the Company for the Project, the Agency intends to enter into the Head Lease, the Lease Agreement, a PILOT Agreement and a sales tax letter (the "Sales Tax Letter") and other related documents with the Agency (collectively the "Project Documents"); and

WHEREAS, based on the application to the Agency for financial assistance (the "Application for Financial Assistance") the Company represented to the Agency that the Project is expected to create and increase employment in the Town of Wawayanda, County of Orange and State of New York by seven hundred and fifty (750) new jobs within three (3) years of completion of construction and has made additional factual representations concerning themselves and the Project which the Agency is relying upon in adopting this resolution; 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 Town of Wawayanda Planning Board (the “Planning Board”) determined that the Project is a "Type I" action and appointed itself to act as "lead agency" for purposes of a conducting a "coordinated review" (as said quoted terms are defined in SEQRA); and

WHEREAS, the Agency did not object to the determination of the Planning Board of its intent to act as lead agency, to which the Agency did not object, and on June 11, 2025, the Town, as lead agency, and consistent with the procedures and criteria set forth in 6 NYCRR 617.7, analyzed the relevant areas of environmental concern using the SEQRA standards and ultimately determined that the project would not have a significant adverse impact on the environment, and adopted a Negative Declaration ("Negative Declaration"), a copy of which can be found in the records of the Agency.

NOW, THEREFORE, be it resolved by the Orange County Industrial Development Agency as follows:

Section 1. To accomplish the purposes of the Act, the Agency determined that the Project will be located in the Town of Wawayanda, New York, and will consist of demolition of the existing underutilized properties and redevelopment and construction of a 3,200,000 sq ft building, located at 22 McBride Road, Slate Hill, New York 10973. Based upon the representations contained in the Application for Financial Assistance, the Project is expected to seven hundred and fifty (750) new jobs within three (3) years.

Section 2. Based upon a thorough and complete review of the Application and the proceedings conducted by Planning Board pursuant to SEQR, the Agency hereby: (i) consents to and affirms the status of the Planning Board as “Lead Agency” within the meaning of SEQR and determines that the proceedings undertaken by the Planning Board under SEQR with respect to the undertaking of the Project by the Company (as agent of the Agency) satisfy the requirements of SEQR; (ii) affirms that the Project involves a “Type 1 Action” as that term is defined under SEQR; (iii) reviews, considers, ratifies, and adopts such proceedings by the Planning Board, including the “Negative Declaration”; (iv) determines that the Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment, that the Project will not have a “significant effect on the environment” as such quoted terms are defined in SEQR, and (v) that no “environmental impact statement” as such quoted term is defined in SEQR need be prepared for this action.

Section 3. The Project qualifies for Financial Assistance as it meets the criteria established under General Municipal Law Section 859-a(5).

Section 4. The proposed Financial Assistance to be provided under the PILOT Agreement deviates from the terms of the UTEP and the Agency hereby approves of the PILOT Agreement deviation as described herein.

Section 5. The Agency hereby approves of the Company's application for financial assistance and the Project and the provision of the Financial Assistance as described herein.

Section 6. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver the Head Lease, the Lease Agreement, PILOT Agreement, the Sales Tax Letter and other Project Documents, as may be approved by the executing party. The execution of any such Project Documents by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Authorized Representative of the Agency is hereby authorized to affix the seal of the Agency on any of the foregoing agreements and attest the same.

Section 7. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for in connection with the execution of all Project Documents and to execute and deliver all such Project Documents, additional certificates, instruments and documents, 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 this resolution and to cause compliance by the Agency with the terms, covenants and provisions of the Head Lease, the Lease Agreement, or any other Project Documents.

Section 8. The Chairman, any member of the Board of Directors, and the Executive Director of the Agency (as used in this resolution, the "Authorized Representatives") are each hereby authorized and directed to execute and deliver all Project Documents with respect to the property comprising the Project in such form as deemed reasonable or necessary.

Section 9. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, the Head Lease, the Lease Agreement, or any other Project Document shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, the Head Lease, the Lease Agreement, or any other Project Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 10. No covenant, stipulation, obligation or agreement contained in this resolution, the Head Lease, the Lease Agreement, or any other Project Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the County of Orange in their individual capacity and neither the members of the

Agency nor any officer shall be subject to any personal liability or accountability by reason of the execution thereof.

Section 11. The law firm of Bleakley Platt & Schmidt LLP is hereby appointed counsel to the Agency for this Straight Lease transaction.

[INTENTIONALLY LEFT BLANK]

Exhibit A

Abatement Year	Standard – Job Creation PILOT	Deviation PILOT Request
1	100%	90%
2	100%	90%
3	95%	90%
4	95%	90%
5	90%	90%
6	85%	90%
7	80%	90%
8	75%	80%
9	70%	70%
10	65%	60%
11	60%	50%
12	55%	40%
13	50%	30%
14	45%	20%
15	40%	10%
16	35%	
17	30%	
18	25%	
19	20%	
20	10%	

Adopted: October 23, 2025

Motion made by Marc Greene; seconded by Linda Muller

VOTE:

Jeffrey D. Crist – Chairman

AYE ✓

NAY

Dean Tamburri - Vice Chairman

AYE ✓

NAY

Vincent Odock – Secretary ABSENT

AYE

NAY

Marc Greene - Board Member

AYE ✓

NAY

Linda Muller - Board Member

AYE ✓

NAY

Giovanni Palladino - Board Member

AYE ✓

NAY

Susan Walski - Board Member

AYE

NAY ✓

CERTIFIED to be a true and correct copy of the resolution adopted on October 23, 2025
by the Members of the Board of the Orange County Industrial Development Agency.

ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By:

A handwritten signature in black ink, appearing to read 'William Fioravanti', written over a horizontal line.

Name: William Fioravanti

Title: Chief Executive Officer