



Empowering Businesses. Inspiring Growth.

**Robert T. Armistead, Chairman • Mary Ellen Rogulski, Vice Chairman • John Steinberg, Jr., Second Vice Chairman
Stephen Brescia, Secretary • Henry VanLeeuwen, Assistant Secretary • Robert J. Schreibeis, Sr. • Edward A. Diana
James R. Petro, Jr, Executive Director • Laurie Villasuso, Chief Operating Officer •
Kevin Dowd, Attorney • Joel Kleiman, Chief Financial Officer**

Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on March 10, 2016 at 2:00 p.m. at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York, to consider and/or act upon the following:

Order of Business

- **Roll Call**
- **Approval of the minutes from February 11, 2016 meetings**
- **Financial Reports and/or Requests for Payments**
 - 2015 Audit Report
- **New and Unfinished Business**
 - Chairman's Report
 - Executive Director's Report
 - Chief Operating Officer Report
 - The Accelerator Report
 - Bottling Pod Building Lease
 - Revised Management Contract
 - OCP Report
 - Discussions
 - Women's Enterprise Development Center – Request for Agent Status
- **Resolutions**
 - Matrix Newburgh I, LLC – Final Resolution
 - Clear Key, LLC – Initial Resolution
 - Windsor Hospitality, LLC – Initial Resolution
 - Leentjes Amusement Corp dba The Castle – Initial Resolution
- **Such other and further business as may be presented**
- **Public Comments**
- **Executive Session**
- **Adjournment**

Dated: March 2, 2016

Stephen Brescia, Secretary

By: James R. Petro, Jr., Executive Director

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

February 11, 2016

A regular meeting of the Orange County Industrial Development Agency was convened in public session on February 11, 2016 at 2:00P.M. at the Orange County Business Accelerator in New Windsor, New York.

The meeting was called to order by the Chairman, Robert Armistead, and upon roll being called, the following were:

PRESENT: Robert Armistead, Stephen Brescia, Robert Schreibeis, John Steinberg, Mary Ellen Rogulski, Henry VanLeeuwen

ABSENT: Edward Diana

ALSO PRESENT: James Petro – Executive Director
Laurie Villasuso – Chief Operating Officer
Joel Kleiman – Chief Financial Officer
Kevin Dowd – IDA Attorney
Russell Gaenzle – Harris Beach
Rachel Endress – Harris Beach
Maureen Halahan – Orange County Partnership
Whitney Bowlers – Focus Media
Melanie Schouten – Galileo Technology Group
Vinnie Cozzolino – Galileo Technology Group
Dr. Kristine Young – SUNY Orange
Langdon Chapman – Orange County Attorney
John McCarey – O.C. Director of Real Property
Steve Neuhaus - Orange County Executive

Chairman Armistead calls to order the regular meeting of the Orange County IDA, February 11, 2016 (Pledge of Allegiance is recited). Board consists of six members. There is a quorum.

Review of the prior December 10, 2015 and January 14, 2016 meeting minutes. Motion to approve both sets of minutes is made by Mr. Vanleewen, seconded by Mr. Steinberg. Motion carries with all in favor.

Financial Reports and/or Requests for Payment

Mr. Kleiman reviews the income and expense summary, noting that YTD is just \$2,205.08, which is due to the maturity of a CD resulting from interest, and YTD expenses are \$71,612, with expenses exceeding revenues by \$69,406.92. He asks the board to note that some of the expenses carry over from 2015 and once the books are closed the final accounts might reflect differently, as these expenses might be removed in the following months. Mr. Kleiman mentions that the budget column replicates what is on the website and has been approved by the board. If any changes are made throughout the year to budget it shall so be reflected and modified.

The summary of IDA bank accounts, certificate of deposits, and money market accounts reflects a total of \$10,268,491 as of January 31st. There are currently three open CDs maturing August, September, and approximately a year from now.

Mr. Kleiman reviews the income and expense summary for the Business Accelerator, noting that revenues are \$9,034.06, expenses are \$60,104.09. Expenses, as anticipated, exceed revenues by \$51,070.03.

Lastly, Mr. Kleiman reviews receipts and vouchers for the month. Missing from the section, as it was received within the last week, is a \$12,000 check from IBM. It results from the audit agreement.

Chairman Armistead asks to obtain a motion to approve the vouchers and payments in the amount of \$59,588.33. Motion made by Mrs. Rogulski, seconded by Mr. VanLeeuwen, that the Board accept the financial reports and authorize IDA payments and vouchers. Open for discussion. Affirmative votes of all members present resulted in motion carried.

Mr. Kleiman opens the discussion about the audit committee's decision pertaining to the IBM audit. The initial draft, produced by JGS, reflected \$25,000. There was a disagreement between IBM and the committee on what was owed as a result of the audit. The audit committee agreed to compromise for \$12,000. IBM had questioned the method in which the IDA calculated full-time employees, calendars days vs. business days. Since the method wasn't formulized, but had been used in prior audits, a compromise had to be met. As a result, IBM agreed to pay half of the assessment total.

Due to the audit compromise, the audit committee wants to add a rider to the current agreement with IBM, stating an agreed upon standard of measurement for full-time employees. This standard will assist on a perspective basis and as the IDA is planning on engaging JGS for additional IBM audits for a year ago, this standard will ease the process going forward.

Chairman Armistead notes, that many IBM employees have flex hours and there are outside consultants. This resulted in the difference of opinions between the IDA and IBM on what quantifies a full-time employee.

Mrs. Rogulski notes, that the rider to the agreement will document what the agreement was silent too. There was recently a lot of change over in personal at IBM and the new management had an alternative opinion on the original agreement. The rider will eliminate any disagreements going forward.

Mr. Kleiman states, due the upcoming yearly IBM audit, it is anticipated that they will have the draft of the rider for the next audit committee meeting. Once it is approved, JGS will present it to the IMB board. If it passes final approval, it will be entered into the para-system by the end of next month.

A motion is made by Mrs. Rogulski, seconded by Mr. VanLeeuwen, to approve the rider to the IMB agreement. Affirmative votes of all members present resulted in motion carried.

IDA 2015 Corporate Mission and Goals Measurement Report

The Governance Committee passed the 2015 IDA Mission Statement unanimously and asks for board approval.

A motion is made by Mr. Brescia, seconded by Mr. VanLeeuwen, to approve the 2015 IDA Mission Statement. Affirmative votes of all members present resulted in motion carried.

Chairman's Report

Chairman Armistead states, that there has been a lot of activity involving The Accelerator in the last couple of months due to the efforts of Vincent Cozzolino and Laurie Villasuso. They keep in close contact with him and The Accelerator Committee and he looks forwards to the results.

Chairman Armistead holds off on any further topics of discussion as they will be covered throughout the meeting.

Executive Director Report

Mr. Petro mentions he and Mrs. Villasuso met with Quality Carton. It's 41,000 sq. ft., shovel ready property. There is a disconnect between the owner and tenant. It has been through the planning board and is approved. They came and discussed the IDA benefits. Currently there is no traction on this situation. As Mr. Petro states, "It is dead in the water." Mr. Petro contacted OCP for assistance in an effort to move the situation along.

Chet Patel, is looking to refurbish two local hotels. One being the Quality Inn behind Steak and Stein on Union Avenue. He's been approved by the Zoning Board and is going back to the Planning Board for a final approval. Mr. Patel stopped by to discuss IDA PILOT benefits for both hotels. One is thirteen and a half million and the other is eleven

million. One hotel is branded and Mr. Patel is currently looking to brand the other. Each have about 103 rooms. The total project costs about \$44 million.

Mr. Petro has met with Meghan Taylor discussing the sum of \$255,000 for the IDA from the Port Authority. There has been no traction on this issue. This continues to be a line item on their budget.

Chairman Armistead, recommends that he and Mr. Petro meet with Ed Harris and Michael Torrelli to further discuss the topic.

Mr. Steinberg asks if it would behoove the board to support the effort Chairman Armistead makes on their behalf involving the Port Authority Property issue. It is noted by Chairman Armistead that the board is serious about this matter.

Mrs. Rogulski suggests that perhaps a strongly worded letter from the IDA attorney might assist in the matter depending on the outcome of the meeting.

Chairman Acknowledgements

Chairman Armistead acknowledges and welcomes Langdon Chapman (Orange County Attorney), John McCarey (O.C. Director of Real Property) and Kris Young (SUNY Orange) to the meeting.

Chief Operating Officer Report

Mrs. Villasuso states that she and Mr. Dowd recently went to a NY State EDC conference in Albany. A big part of the conference concentrated on the changes in legislation that will affect the IDAs in June. She and Mr. Dowd are working with Mr. Gaenzle and Mrs. Endress to revise the Orange County IDAs application to reflect the new requirements. The board will see the application draft and there will be time to make the needed adjustments. There were also conversations about open meetings law, FOIL, shovel ready programs, and crisis media attention.

Mrs. Villasuso and Mr. Cozzolino attended the E&E Committee meeting, due to Mr. Brescia's request last month to discuss The Accelerator. They received positive feedback and interest in The Accelerator efforts.

Mrs. Villasuso also presented to Leadership Orange with OCP last month, which resulted in three site visits. Leadership Orange class will visit The Accelerator on February 23rd to tour the site and discuss manufacturing and the benefits the Accelerator and AWOW has to offer. The Orange Youth Bureau and Junior Leadership Orange have also take interest in the Accelerator and future engagements are being planned with them.

David Hochman of the NY State Business Incubator Association visited The Accelerator in late January. He assisted in making a lot of connections with fellow incubators throughout the state.

The Accelerator Report

Mr. Cozzolino presents the AWOW program and the life cycle of companies. We have many local companies, few cooperate, that go through this cycle process. AWOW is able to assist these struggling companies with the assistance of the IDA. There about 21 companies in the AWOW program. The program has not been officially launched yet and runs purely on word of mouth.

Mr. Cozzolino gives an overview of incubator clients. Kayce White, of Haven, has moved here from Brooklyn to run her natural soap products. Robert Flitsch, of Addibots, has invented a mobile 3D printer. Mystique Naturals is the first minority owned incubator companies producing natural beauty products. Unshattered sales have doubled monthly since the Accelerator involvement. Medi Print has visited two personal injury law firms to demonstrate product with positive feedback.

Pipeline Companies:
Creo Dental and Life Grip

OCP Report

Ms. Halahan states that the OCP's relationship with The Accelerator and IDA has resulted in benefits for all parties involved. Due to The Accelerator's knowledge of manufacturing OCP comes here first with their clients putting them ahead of the curve. SUNY Orange has also assisted in recent endeavors.

April 7th at 5:30pm, is the Orange County Legislature dinner.

There is still a concern over the lack of shovel ready sites in Orange County and a main focus at OCP. They are working with local brokers and the County Executive's office in hopes of resolving this issue. OCP has evaluated the available property in Orange County and currently there are only four true shovel ready site. There are some that are light shovel ready but still need some approvals.

Trends:

OCP has met with Delaware Engineering, retained by the county, to look over waste water treatment plants. They worked with the Partnerships for recommendations for sites.

CFA process started this week. In the last five years the Hudson Valley won twice. \$392 Million awarded to the region, 460 projects were funded, and there is an extra \$50 million in the pot this year.

OCP is on the forefront of workforce development, as they reside on the local Workforce Investment board, working on the needs of Orange County. We're at 4% unemployment and top in the state at getting people back to work. OCP is working with SUNY Orange, BOCES, and Orange Works, and the Society of Human Resource for Orange County Unemployment and Training. There is a great need for property and a trained workforce in the area.

FedEx ground got their final approvals. \$21 Million in capital investment with that project. They'll be building on Neely Town Road.

Mrs. Villasuso discusses Matrix and that it came to agreement that the town would support the full sales tax exemption on the entire construction, the state portion of the mortgage recording tax, a 10-year PILOT on the occupied portion of the project, and 485B on the remainder. When a tenant is identified for the remainder of project, the town would support a 10-year PILOT for them. All that is needed is the SEQR information.

Ms. Halahan mentions that CPV is going before the Orange County Legislature for an easement for the property. The project need support for those legislatures that would vote in favor of the project.

OCP is organizing an agriculture farm tour in the fall to connect agri-business with other main stream business leaders. Ms. Halahan invites the board to join the tour.

IDA Discussions

Chairman Armistead introduces Dr. Young of SUNY Orange.

Dr. Young informs that she was on the national commission dealing with the economic and workforce development center in the community college sector. She spent her career in Illinois and was there when the state asked, "What it means to be career and workforce ready?" and she was on that committee. She brings that kind of knowledge and experience to her current position and understands how we can work together to help prepare the next workforce.

Resolutions

Chairman Armistead states there are no current resolutions.

Chairman Armistead entertains a motion that the committee move into executive session pursuant to section 105(1)(h) of the open meetings law to discuss the purchase of real property with The County Executive, The County Attorney

and The County Director of Real Property Services. Motion made by Mr. Schreibeis to enter executive session issue. Motion seconded by Mr. VanLeeuwen. All in favor.

Executive Session

The members discuss the purchase of real property with The County Executive, The County Attorney and The County Director of Real Property Services.

End of Executive Session

Chairman Armistead entertains a motion that the committee move into executive session pursuant to section 105(1)(h) of the open meetings law to discuss the purchase of real property. Motion made by Mr. VanLeeuwen to enter executive session issue. Motion seconded by Mr. Schreibeis. All in favor.

Executive Session

The members discuss the purchase of real property.

End of Executive Session

Such other and further business as may be presented

With no further business, meeting called for adjournment by Chairman Armistead, motion made by Mr. VanLeeuwen, seconded by Mr. Schreibeis, the time being 5:18 p.m.

Orange County IDA

March 2016

Funds Received

The Accelerator (4thQ 2015 Reimbursement)	25,780.55
IBM (Audit Results)	12,838.12
Clear Key, LLC (Application Fee)	5,000.00
Total	43,618.67

Vouchers & Payments

Laurie Villasuso (Phone Reimbursement 1Q 2016)	254.97
AJ Ross (Updates to letterhead and website)	200.00
Melanie Schouten (reimburement for voice recorder)	64.86
Kevin T. Dowd, Esq. (Legal 02-04-16 through 03-01-16)	6,225.25

Total **6,745.08**

GUIDELINES FOR PROJECT EXPENDITURE APPLICANTS

These guidelines are provided to help your organization prepare a complete Project Expenditure application.

BOARD OF DIRECTORS

Robert T. Armistead
-CHAIRMAN

Mary Ellen Rogulski
-VICE CHAIRMAN

Russell O. Vernon
-SECOND VICE CHAIRMAN

Steven Brescia
-SECRETARY

John Steinberg, Jr.
-ASSISTANT SECRETARY

Henry VanLeeuwen

Robert Scribeis, Sr.

Funding Considerations:

To be considered for funding, an organization must be designated as not-for-profit and/or tax exempt, or other at the discretion of the Orange County Industrial Development Agency Board.

Orange County Industrial Development Agency resources may support projects in the areas of:

- workforce development and/or training
- community development and/or recreation
- direct assistance to businesses and other organizations/Community revitalization
- energy
- environmental improvements
- low-cost financing.

Orange County Industrial Development Agency is most interested in organizations that have a program which:

- Directly benefits Orange County Job Development
- Is beneficial to Orange County on a county-wide basis
- Has clear goals and objectives for Economic Development
- Promotion of tourism can be considered, provided it also creates jobs

STAFF MEMBERS

James R. Petro, Jr.
-EXECUTIVE DIRECTOR

Laurie Villasuso
-ASSOC. EXECUTIVE DIRECTOR

Joel Kleiman
-CHIEF FINANCIAL OFFICER

Kevin T. Dowd
-ATTORNEY

Orange County Industrial Development Agency DOES NOT FUND:

- Advertising or fund raising drives
- Partisan, political, or denominational programs
- Salaries, travel expenses or general and administrative costs
- Requests that do not include a detailed description of the project in writing and are not accompanied with a Project Expenditure application



Empowering Businesses. Inspiring Growth.

PROJECT EXPENDITURE APPLICATION FORM

DATE: February 29, 2016

ORGANIZATION

Name of Organization: Women's Enterprise Development Center Inc. (WEDC)

Project Title: Entrepreneurial Training Programs (ETP) and Business Support Services

Address: 1133 Westchester Avenue, Suite N-220

City/Zip Code: White Plains, NY 10604

Telephone: 914-948-6098

E-mail Address: ajaniak@wedcbiz.org

Name of Contact: Anne M Janiak

Title: Executive Director

Specific amount requested from IDA: \$25,000

Have you received any grants or other forms of assistance from the Orange County Industrial Development Agency in the past? No Dates and amounts _____

Have you received any other assistance from other agencies or organizations? ___ Yes ___ No
If yes, please indicate from whom and the type or amount.

WEDC receives Federal funding from the U.S. SBA's Women's Business Center Program at \$131,250 for 2015-16 and State funding from the Entrepreneurial Assistance Program at \$88,000 for 2015-16.

(Please remember that your request will receive the same consideration whether or not you have had previous requests in the past with the Orange County Industrial Development Agency.)

ORGANIZATION BACKGROUND

(Include a brief history of your organization.)

The Women's Enterprise Development Center Inc. (WEDC), a not-for-profit 501(c)(3) micro-enterprise development program, was formed in 1997 to help women achieve economic self-sufficiency through small business ownership. Since inception, it has worked with businesses in various stages of development and in 2014 alone, it served over 2400 clients by providing in-depth, high quality training programs, one-on-one counseling services, M/WBE certification assistance, access to capital and numerous mentoring and networking opportunities to generate jobs and economic growth in Westchester County and the Hudson Valley. The population served is primarily low-to-moderate income individuals and although WEDC does emphasize women owned businesses, approximately 18 percent of its 60+ Hour Entrepreneurial Training Program ("ETP") participants are men.

Building upon its success in Westchester, WEDC established the WEDC-MHV Center located in Poughkeepsie, NY in January 2013 through a two year Federal Disaster Relief Grant from the Economic Development Administration (EDA). Since then, it has offered over 45 workshops and 5 full cycles of its 15 week Entrepreneurial Training Program (ETP) in the Mid-Hudson region. Over 500 individuals participated in workshops and 93 people graduated from the 60 Hour program enabling 27 new businesses to launch and 81 retained and/or new jobs created. WEDC's 60- Hour ETP spring course in Orange County began on February 2, 2016. The class is fully enrolled, demonstrating continued demand for entrepreneurial business training that will foster economic development in Orange County.

DESCRIPTION OF PROJECT

(Please indicate the amount of the project, capital investment, job creation and economic benefit to Orange County and its residents. Please provide a concise description of the need or problem to be addressed. Include the overall goals and purposes of your organization or specific department concerned, the specific purpose of the funds, and how the objective will be accomplished. Moreover, what is unique about your program? Include photos, drafts, charts, drawings, supporting documentation and any phasing, if more than one. Indicate what years funding represents and a breakdown. Please attach additional pages if more space is needed.)

According to the SBA report "Small Business Trends," small businesses account for 54 percent of all US sales. They also provide 55 percent of all jobs and 66 percent of all net new jobs since the 1970's. That said, over one half of these small business fail within the first two years of operations. Some of the factors contributing to this statistic include lack of experience, poor business skills, insufficient capital, credit problems and a host of other factors.

Since 1997 WEDC has been empowering entrepreneurs to build successful businesses by providing high quality training programs, advisory services and access to capital. Its goal is to provide the necessary programs, services and support to entrepreneurs at each stage of development, enabling them to grow and sustain their businesses well beyond the critical two year threshold. Based on data gathered from *Aspen Institute's* "MICROTEST Outcome Tracker Survey," in 2015, clients that graduated from the 60 Hour ETP experienced a business start rate of 68% and a business survival rate of 94%. A total of 63 net new paid

jobs were created in 2013 and 2014. Furthermore, 96% of its clients reported that the 60+ Hour Business Training Program met or exceeded their expectations.

Other key accomplishments for WEDC in 2014/2015 include:

- Met and succeeded in all goals of its two year Federal EDA grant to open an office in Poughkeepsie, NY;
- Received Empire State Development's EAP program award for the center with the most M/WBE state certifications approved;
- Designated as the New York Empire State Development's Entrepreneurial Assistance Program (EAP) Center in June 2015 for Mid-Hudson.

WEDC seeks to become an "agency" partner with the Orange County IDA to provide best in class entrepreneurial training and educational services that will support business development, create new jobs and expand economic opportunity in Orange County. WEDC is requesting funding in the amount of \$25,000 from the Orange County IDA to provide the following programs for the calendar year ending December 2016:

Two Path to Entrepreneurship (PTE) trainings: two hour class to introduce individuals to small business ownership and assess their readiness for entrepreneurship. *Dates: 1/5/16 at the Newburgh Library, 4/28/16 at the Accelerator location.*

One 60-hour Entrepreneurial Training Program (ETP): 15-week curriculum designed to build the requisite skills needed to launch and grow a business. The course covers topics on general business concepts, marketing, presentation skills, business communications, sales, financial management and more. Students learn to prepare financial statements (cash flow, budgets, profit and loss), marketing and advertising materials and how best to utilize technology and social media. At the conclusion of the program, students present their business plans to a panel of business professionals and bankers who provide practical feedback and encouragement. All participants also have access to one-on-one counseling to help them complete their business plans. *Dates: Spring semester at SUNY Orange Community College, Newburgh Campus.*

Five Workshops on the following business topics (6 hours each):

- Professional Development for the "Unshattered" program - *3/17/16 at client location*
- M/WBE Certification in coordination with PTAC - *3/31/16 at the Accelerator*
- Marketing and Social Media - *June, 2016 at the Accelerator*
- Sales & Negotiations - *July, 2016 at the Accelerator*
- QuickBooks Basics - *September, 2016 at the Accelerator*

Assistance with M/WBE and SDVOB Certification: work with clients individually to complete applications. Once completed, as an EAP client, WEDC can facilitate direct review by Empire State. Collaborate with Lin Simenti of PTAC to refer clients for procurement assistance.

Individual Counseling: direct one-on-one business counseling provided by a WEDC program director, one day per month (9am to 5pm) at the Accelerator location. Accelerator clients will also have access to individual counseling at WEDC's Poughkeepsie location on an as-needed basis.

Note: Clients are charged \$200 to enroll in the 60+ Hour ETP. It is a fee, but scholarships are available based on need. Counseling and most other programs and services are free of charge. Some workshops will have a charge for example, \$49 for an Excel class.

BUDGET

Specific amount requested from the Orange County Industrial Development Agency:

\$ 25,000

(Please include an itemized budget for this project and total program, your current sources of income and expenses, a balance sheet for the past year and contributions from other institutions or organizations, if any.)

The cost to provide the programs and services listed above in the Project Description are as follows:

2 Path to Entrepreneurship classes.....	\$750
1 Entrepreneurial Training Program 60+Hour ETP.....	\$22,500
20 Hours one-on-one business counseling @\$75 per hour.....	\$1,500
12 Hours M/WBE counseling @\$75 per hour.....	\$900
5 six hour Workshops @\$40 for coordination/follow up.....	\$1200
5 -six hour workshops @\$750 per training.....	\$3,750
Total.....	30,600

As mentioned before, WEDC receives Federal funding from the U.S. SBA’s Women’s Business Center Program at \$131,250 for 2015-16 and State funding from the Entrepreneurial Assistance Program at \$88,000 for 2015-16.

Attached with this proposal, please find a 2016 WEDC operating budget.

TARGET POPULATIONS AND PERFORMANCE SITE(S)

(This project must show its benefits to all of Orange County and the residents or describe the unique benefit to a specific segment of Orange County that may not happen if the IDA were to reject this Project Expenditure.)

WEDC’s proposed programs are intended to expand its operations to serve both new and existing business owners residing in the Accelerator as well as entrepreneurs throughout Orange County. In addition to providing programs on-site at the Accelerator, WEDC will also utilize other locations including the Newburgh Library, the SUNY Orange Community College, Newburgh Campus and WEDC’s offices in Poughkeepsie thus reaching an even greater number of Orange County residents. By offering a variety of locations, WEDC believes it can reach more businesses and impact the varied business hubs within Orange County.

EVALUATION

(How will you determine the impact of this project if funded? [For example, a survey, appraisal of physical improvements or attendance figures.] Please be specific.)

The project director is responsible for monitoring programs and reporting to the Chief Operating Officer to make certain classes and consulting engagements are progressing as

planned. The project director also works directly with instructors and observes classes on a regular basis to ensure the proper delivery of the curriculum. In the case of the ETP, instructors submit periodic reports to determine if clients require additional support or individual counseling to complete any element of the business plan. Both the project director and instructor are available to augment the ETP with one-on-one consulting services. This ongoing monitoring allows WEDC to resolve issues, improve outcomes and enhance future programming. WEDC also participates in the Aspen Institute's MICROTRACKER, a national survey that helps track client outcomes to measure success and efficiency. The data also helps WEDC improve its programming to better meet client needs and respond to new skills necessary to ensure business success.

To assess the impact of its programs WEDC considers the following metrics:

- PTE Enrollment – goal of 12 participants per session
- Workshop Enrollment – goal of 15 participants per session
- ETP Enrollment – goal of 15 to 20 participants
- ETP Graduation rates and completion of the business plan – goal of 75%
- Percentage of ETP graduates that start or expand a business within 12 months of completing the program – goal of 50 %
- Individual Counseling – 20 hours over the grant period
- Assistance with M/WBE applications –goal of 7-10 applications submitted

WEDC also administers intake forms prior to enrollment, attendance is taken at every class and all data is entered into WEDC's database. Completed business plans are reviewed by the instructor and also entered into WEDC's database. The project director is responsible for ensuring that all the necessary data for program evaluation is collected and entered into the client database in a timely manner. All program participants complete exit surveys to determine satisfaction.

PLEASE RETURN THIS APPLICATION TO:
Orange County Industrial Development Agency
Orange County Business Accelerator
4 Crotty Lane, Suite 100
New Windsor, NY 12553

	WEDC & MH 2016 Budget
Income	
Grants Public	\$ 515,000
Grants Private Corporate	\$ 105,500
Event Income - Networking & Spring Event	\$ 70,000
Program Income	\$ 15,000
Contract for Services Income	\$ 3,000
Contributions from Individuals,Appeal Letter's Rental and Administrative Income	\$ 25,000 \$ 4,500
Total Inc	\$ 738,000
Expense	
Program expenses	
Entrepreneurial Training Programs	\$ 105,000
Salary & Payroll for Program	\$ 540,065
Office rent, phone, and computer contract	\$ 63,000
Website and Database	\$ 5,500
Networking Events & Spring Event	\$ 20,000
Grant Awards - Leap Awards	\$ -
Scholarship Awards	\$ 2,500
(WBC) Program Related Conference Expenses	\$ 3,000
Stationery, supplies, brochures, printing	\$ 7,500
Postage for Program	\$ 1,800
Memberships, Dues & Subscriptions	\$ 2,200
Conferences. Meetings - Travel	\$ 6,500
Community outreach/meetings	\$ 1,500
Tracking & Evaluation	\$ 2,000
Public Relations & Marketing Expenses	\$ 4,500
Total -Program Expense	\$ 765,065
Other expenses	
Insurance.	\$ 5,100
Auditors , Legal and Accounting fees	\$ 18,000
Bookkeeping Fees	\$ 7,000
Equipment/Furniture/Computer	\$ 500
Board Retreat/Strategic Planning	\$ 250
NYS Attorney General Filing Fee	\$ 125
Credit card/Bank fees	\$ 1,000
Board Meetings	
Total - Other expenses	\$ 31,975
Total Expense	\$ 797,040
Net Ordinary Income	\$ (59,040)
Other Income	
Amex Rewards Program	\$ 200
Interest income	\$ 1,500
Total Other Income	\$ 1,700
Net Income	\$ (57,340)

At a meeting of the Town Board of the Town of Newburgh, held at the Town Hall, 1496 Route 300, in the Town of Newburgh, Orange County, New York on the 1st day of February, 2016 at 7:00 o'clock p.m.

PRESENT:

Gilbert J. Piaquadio, Supervisor

Elizabeth J. Green, Councilwoman

Paul I. Ruggiero, Councilman

James E. Presutti, Councilman

RESOLUTION OF TOWN BOARD
AUTHORIZING LETTER OF
SUPPORT FOR THE APPLICATION OF
MATRIX NEWBURGH I, LLC

TO THE ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

Councilman Presutti presented the following resolution which was seconded by Councilwoman Greene.

WHEREAS, Matrix Newburgh I, LLC is making application to the Orange County Industrial Development Agency for the proposed new Matrix Business Park facility at a property on NYS Route 17K designated on the tax map for the Town of Newburgh as Section 95 Block 1 Lot 4.12, such facility to include an approximately 565,000 square foot building, of which an approximately 317,000 square foot portion is to be occupied for a pharmaceutical distribution center using automated pharmaceutical technology, with the balance of the building, approximately 240,000 square feet, being constructed on speculation.

NOW, THEREFORE BE IT RESOLVED, that we the Town Board of the Town of Newburgh hereby authorize the Supervisor to sign and deliver a letter of support to the Orange County Industrial Development Agency (IDA) for the grant to Matrix Newburgh I, LLC of:

- (1) the full sales and use tax exemption,
- (2) the State portion of the mortgage tax exemption,

(3) a real property tax abatement only for the approximately 317,000 square foot portion of the building to be used as a pharmaceutical distribution center that provides for Payment in Lieu of Tax ("PILOT") payments pursuant to the IDA's Uniform Tax Exemption Policy program, said program doubling the benefits of the standard New York State Real Property Tax Law ("RPTL") Section 485-b program, starting with zero due in the first year of the improvement and thereafter increasing a straight 10% per year for ten years; and

(4) a real property tax abatement for the approximately 240,000 square foot balance of the building being constructed on speculation which provides for PILOT payments equal to the real property taxes due on properties which receive a RPTL §485-b exemption, rather than those which would be due under the IDA's Uniform Tax Exemption Policy; and

BE IT FURTHER RESOLVED that the aforesaid resolution shall take effect immediately.

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

<u>Elizabeth J. Greene, Councilwoman</u>	<u>voting</u>	<u>AYE</u>
<u>Paul I. Ruggiero, Councilman</u>	<u>voting</u>	<u>AYE</u>
<u>James E. Presutti, Councilman</u>	<u>voting</u>	<u>AYE</u>
<u>Scott Manley, Councilman</u>	<u>voting</u>	<u>ABSENT</u>
<u>Gilbert J. Piaquadio, Supervisor</u>	<u>voting</u>	<u>AYE</u>

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) SS:
TOWN OF NEWBURGH)

I, Andrew J. Zarutskie, Town Clerk of the Town of Newburgh, DO HEREBY CERTIFY that I have compared the foregoing Resolution, duly adopted by the Town Board of the Town of Newburgh on the FIRST day of FEBRUARY, 2016, and entered in the minutes of the proceedings of said Board, and that the foregoing is a true and correct copy of said Resolution and the whole thereof.

IN WITNESS WHEREOF, I have hereunto set my name and the seal of said Town on this NINTH day of FEBRUARY, 2016.



Andrew J. Zarutskie, Town Clerk





Rider Weiner & Frankel, P.C.
ATTORNEYS & COUNSELORS AT LAW

APPROVED

DATE OF TOWN BOARD ACTION: FEB 1 2016

MEMORANDUM

VOTE OF TOWN BOARD: 4-0-0-1

TO: HON. GILBERT A. PIAQUADIO, SUPERVISOR
TOWN BOARD MEMBERS

FROM: MARK C. TAYLOR, ATTORNEY FOR THE TOWN

RE: RESOLUTION OF TOWN BOARD AUTHORIZING
LETTER OF SUPPORT FOR APPLICATION OF MATRIX
NEWBURGH I, LLC TO THE ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
OUR FILE NO. 800.1(B)() (2016)

DATE: JANUARY 25, 2016

P: 845.562.9100
F: 845.562.9126

655 Little Britain Road
New Windsor, NY 12553

P.O. Box 2280
Newburgh, NY 12550

ATTORNEYS
David L. Rider
Charles E. Frankel
Michael J. Matsler
Mark C. Taylor
Deborah Weisman-Estis
M. Justin Rider
Jeffrey S. Sculley
Donna M. Badura
Alyson Pomerantz

M. J. Rider
(1906-1968)
Elliott M. Weiner
(1915-1990)

COUNSEL
Stephen P. Duggan, III
John K. McGuirk

OF COUNSEL
Craig F. Simon

In accordance with Supervisor Piaquadio's request, enclosed please find the following draft resolution for the Board's consideration:

Resolution of Town Board Authorizing Letter of Support for Application of Matrix Newburgh I, LLC to the Orange County Industrial Development Agency

The resolution authorizes the Supervisor to send a letter supporting the following for the Matrix project:

- (1) the full sales and use tax exemption,
- (2) the State portion of the mortgage tax exemption,
- (3) a real property tax abatement only for the approximately 317,000 square foot portion of the building to be used as a pharmaceutical distribution center, which provides for Payment in Lieu of Tax ("PILOT") payments pursuant to the IDA's Uniform Tax Exemption Policy program, i.e., payments starting with zero due in the first year of the improvement and thereafter increasing a straight 10% per year for ten years; and
- (4) a real property tax abatement for the 240,000 square foot balance of the building being constructed on speculation which provides for PILOT payments equal to the real property taxes due on properties which receive a RPTL §485-b exemption, without the doubling under the IDA's Policy.

8. POLICE:**A. Purchase of Vehicles**

Acting Police Chief Donald Campbell requests authorization to purchase four marked 2016 Ford Interceptor sedans at a cost of \$26,808.03 each for a total cost of \$107,232.12. The funds are included in the 2016 police budget in the capital Account #3120.2 and Head Mechanic-Fleet Maintenance Jim LaColla concurs with the purchase.

MOTION was made by Councilman Ruggiero to approve the purchase of four marked 2016 Ford Interceptor sedans at a total cost of \$107,232.12. The Motion was seconded by Councilman Presutti.

VOTE: Councilwoman Greene – yes; Councilman Ruggiero – yes; Councilman Presutti – yes; Councilman Manley – absent; Supervisor Piaquadio – yes.
Motion approved, 4 yes; 0 no; 0 abstain; 1 absent.

B. Purchase of Vests

Acting Police Chief Donald Campbell requests authorization to purchase twelve bulletproof vests which will be purchased from Rosen's Uniforms who are currently an authorized vendor on the New York State contract list. The total cost should not exceed \$8,500.00.

MOTION was made by Councilman Ruggiero to approve the purchase of twelve bulletproof vests to be purchased from Rosen's Uniforms. The Motion was seconded by Councilwoman Greene.

VOTE: Councilwoman Greene – yes; Councilman Ruggiero – yes; Councilman Presutti – yes; Councilman Manley – absent; Supervisor Piaquadio – yes.
Motion approved, 4 yes; 0 no; 0 abstain; 1 absent.

C. Hiring of Dispatcher

Acting Police Chief Donald Campbell requests authorization to offer the position of part time Dispatcher to Michael Graziano at a rate of \$13.52 per hour and a start date of Thursday, February 4, 2016. Mr. Graziano will need to complete his paperwork, fingerprints, physical and drug/alcohol testing.

MOTION was made by Councilwoman Greene to approve offering the position of part time Dispatcher to Michael Graziano at a rate of \$13.52 and start date of February 4, 2016. The Motion was seconded by Councilman Ruggiero.

VOTE: Councilwoman Greene – yes; Councilman Ruggiero – yes; Councilman Presutti – yes; Councilman Manley – absent; Supervisor Piaquadio – yes.
Motion approved, 4 yes; 0 no; 0 abstain; 1 absent.

D. (ADDED ITEM): Police: Police Officer Matthew Nadolny

Acting Police Chief Donald Campbell advised the Town Board that effective Friday, February 19, 2016 Police Officer Matthew Nadolny will be on active military duty for 400 days. Mr. Campbell is requesting approval to provide Mr. Nadolny with the supplemental difference between his military pay and his regular pay as a Police Officer and to provide continued health insurance coverage for his family. Mr. Nadolny's service is covered under the Uniformed Services Employment and Reemployments Rights Act (USERRA).

MOTION was made by Councilman Ruggiero to approve providing Mr. Nadolny with the supplemental difference between his military pay and his regular pay as a Police Officer and to provide continued health insurance coverage for his family. The Motion was seconded by Councilwoman Greene.

VOTE: Councilwoman Greene – yes; Councilman Ruggiero – yes; Councilman Presutti – yes; Councilman Manley – absent; Supervisor Piaquadio – yes.
Motion approved, 4 yes; 0 no; 0 abstain; 1 absent.

9. MATRIX SITE: IDA Agreement

Attorney for the Town Mark Taylor asked for the Town Board's consideration to approve the draft Resolution authorizing a letter of support for the Application of Matrix Newburgh I, LLC to the Orange County Industrial Development Agency.

MOTION was made by Councilman Presutti approving the draft Resolution authorizing a letter of support for the Application of Matrix Newburgh I, LLC to the Orange County Industrial Development Agency. The Motion was seconded by Councilwoman Greene.

VOTE: Councilwoman Greene – yes; Councilman Ruggiero – yes; Councilman Presutti – yes; Councilman Manley – absent; Supervisor Piaquadio – yes.
Motion approved, 4 yes; 0 no; 0 abstain; 1 absent.



MCT/sel

Enc.

cc: Andrew J. Zarutskie, Town Clerk
Deborah A. Smith, Receiver of Taxes (via e-mail)
Molly Carhart, Assessor (via e-mail)
Ronald Clum, Town Accountant (via e-mail)



Empowering Businesses. Inspiring Growth.

APPLICATION FOR FINANCIAL ASSISTANCE

CLEAR KEY, LLC
(Applicant Name)

Robert T. Armistead
Chairman

Orange County Business Accelerator
4 Crotty Lane, Suite 100
New Windsor, NY 12553

Phone: 845-234-4192 Fax: 845-220-2228

www.ocnyida.com

business@ocnyida.com

Updated July 2014

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

Company Name: CLEAR KEY, LLC
Mailing Address: 15 BAILIE LANE, MONROE, NY 10950
Phone No.: (845) 783-8172
Fax No.: (845) 782-0392
Fed Id. No.: 46-4655971
Contact Person: LINDA GAGLIARDI

Principal Owners/Officers/Directors (list owners with 15% or more in equity holdings with percentage ownership): CIRO GAGLIARDI, GERALD GAGLIARDI, LINDA GAGLIARDI

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 3)

Date of organization: January, 2014
State of Organization: New York

Sole Proprietorship

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

APPLICANT'S COUNSEL

Name: DAVID A. DONOVAN

Address: 28 BRUEN PLACE, P.O. BOX 610, GOSHEN, NY 10924

Phone No.: (845) 294-9447

Fax No.: (845) 294-6553

II. PROJECT INFORMATION

A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected. SEE ATTACHED

B) 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. SEE ATTACHED

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 virtue of such persons having more than a 50% interest in such organizations.

GAGLIARDI BUILDERS, LLC & DIRECT RESPONSE OF THE TRI-STATE AREA, LLC

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.

GAGLIARDI BUILDERS, LLC & DIRECT RESPONSE OF THE TRI-STATE AREA, LLC

Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? If so, please provide offering statement used.

NO

Project Data

1. Project site (land)

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

11.015 + - ACRES

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

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

VACANT LAND

(d) Indicate relationship to present user of project.

OWNER

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

NO

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

YES - 1 BUILDING 39,563.16 SQ. FT.

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

NO

5. 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. . .

HOTEL - SLEEP INN & SUITES

. . .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.)

1% (SMALL OFFICE FOR DAILY OPERATIONS OF HOTEL)

6. 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.

NONE

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

Furnishings, Finishings & Equipment (FFE)

8. Has construction work on this project begun?

Complete the following

(a) site clearance	<u> ✓ </u> Yes	<u> </u> No	<u> 25 </u> % complete
(b) foundation	<u> </u> Yes	<u> ✓ </u> No	<u> </u> % complete
(c) footings	<u> </u> Yes	<u> ✓ </u> No	<u> </u> % complete
(d) steel	<u> </u> Yes	<u> ✓ </u> No	<u> </u> % complete
(e) masonry work	<u> </u> Yes	<u> ✓ </u> No	<u> </u> % complete
(f) other (describe below)	<u> </u> Yes	<u> ✓ </u> No	<u> </u> % complete

9. Will any of the funds borrowed through the Agency be used for refinancing?
NO

10. Is a purchaser for the bonds in place? NO

COST BENEFIT ANALYSIS:

	<u>Costs =</u> <u>Financial Assistance</u>	<u>Benefits =</u> <u>Economic Development</u>
Estimated Sales Tax Exemption	\$ <u>243,000</u>	New Jobs Created <u>41 21</u>
Estimated Mortgage Tax Exemption	\$ <u>73,500</u>	Existing Jobs Retained <u>21</u>
Estimated Property Tax Abatement	\$ <u> </u>	Private Funds invested \$ <u>500,000</u>
Estimated Interest Savings IRB Issue	\$ <u> </u>	Other Benefits <u> </u>
		Expected Yearly Payroll \$ <u> </u>
		Expected Gross Receipts \$ <u> </u>

B) Project Address: ROUTE 208, VILLAGE OF SOUTH BLOOMING GROVE

Tax Map Number Entire Lot 219-1-1 (the lot will be subdivided)
(Section/Block/Lot)

Located in City of _____

Located in Town of _____

Located in Village of SOUTH BLOOMING GROVE

School District of MONROE-WOODBURY

C) Are utilities on site?

Water YES Electric YES
Gas YES - CURBSIDE Sanitary/Storm Sewer YES - CURBSIDE

D) Present legal owner of the site GERALD & LINDA GAGLIARDI
If other than from applicant, by what means will the site be acquired for this project? _____

E) Zoning of Project Site: Current: ORI Proposed: ORI

F) Are any variances needed? YES

G) Principal use of project upon completion: HOTEL LODGING

H) 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? 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? NO

Will the project result in the abandonment of one or more plants or facilities located in the State of New York? NO

I) Estimate how many construction/permanent jobs will be created or retained as a result of this project and the estimated annual salary range:

<u>Number of jobs created</u>	<u>Estimated Annual Salary Range</u>
Construction: <u>80</u>	\$ _____ to \$ _____
Permanent: <u>21 (14 FT 7 PT)</u>	\$ <u>25,000</u> to \$ <u>50,000</u>
Retained: <u>6</u>	\$ _____ to \$ _____

J) Financial Assistance being applied for:

	<u>Estimated Value</u>
<u>✓</u> Real Property Tax Abatement Please indicate the term of the PILOT: <u>10</u> Years	\$ _____
<u>✓</u> Mortgage Tax Exemption Please provide the Mortgage Amount: \$ <u>73,500</u>	\$ _____
<u>✓</u> Sales and Use Tax Exemption Amount of Goods & Services to be purchased: \$ <u>77,126.56</u>	\$ _____
_____ Issuance by the Agency of Tax Exempt Bonds	\$ _____

K) Project Costs (Estimates)

Land	own
Building	\$5,272,345
Equipment	\$810,000
Soft costs	\$500,000
Other	
Total	6,582,345

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the project is located.
- B. First Consideration for Employment In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the proposed project.
- C. A liability and contract liability policy for a minimum of three million dollars will be furnished by the Applicant insuring the Agency.
- D. Annual Sales Tax Fillings In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the Applicant.
- E. Annual Employment Reports 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.
- F. 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:

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.

Ciro Guagliardi
(Applicant Signature)
Ciro Guagliardi
(Name of Officer)
Lead Member
(Title)

This Application should be submitted to the Orange County Industrial Development Agency, c/o Robert T. Armistead, 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 (page 10)

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

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

Attach the following Financial Information of the Company

1. Financial statements for last two fiscal years (unless included in company's Annual Reports).
2. Company's annual reports (or Form 10-K's) for the two most recent fiscal years.
3. Quarterly reports (Form 10Q's) and current reports (Form 8-K's) since the most recent Annual Report, if any.
4. In addition, please attach the financial information described above in items 1, 2 and 3 of any expected Guarantor of the proposed bond issue, if different from the company.

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.

Ciro Gagliardi
(Applicant Signature)
By: Clear Key LLC
Name: Ciro Gagliardi
Title: Lead Member

Kelly A. Reilly
(Notary Public)

Sworn to before me this 18th day
of February, 20 16

[stamp]

KELLY A. REILLY
Notary Public, State of New York
Registration #01RE6256836
Qualified in Ulster County
Commission Expires March 5, 20 16



Empowering Businesses. Inspiring Growth.

APPLICATION FOR FINANCIAL ASSISTANCE

Windsor Hospitality LLC

(Applicant Name)

Robert T. Armistead
Chairman

Orange County Business Accelerator
4 Crotty Lane, Suite 100
New Windsor, NY 12553

Phone: 845-234-4192 Fax: 845-220-2228

www.ocnyida.com

business@ocnyida.com

Updated July 2014

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

Company Name: Windsor Hospitality LLC (Site Owner)
Mailing Address: 915 Union Ave. New Windsor, NY 12553
Phone No.: 732-239-4587
Fax No.: 212-202-7533
Fed Id. No.: 20-4562330
Contact Person: Chetan Patel (Chet Kanti)

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

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 9)

Date of organization: Feb, 15, 2006
State of Organization: New York

Sole Proprietorship

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

APPLICANT'S COUNSEL

Name: Jennifer A. Lofaro, Esq. Bleakley Plat & Schmidt, LLP

Address: One North Lexington Ave. White Plains, NY 10601

Phone No.: 914-287-6136

Fax No.: 914-683-6956

II. PROJECT INFORMATION

A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected.

Construction of a Marriott Residence Inn (RIBM)- 102 Suites. Budget:+/-: \$14MM

Construction of Hotel B, Brand TBD- +/- 85 Rooms. Budget: +/- \$9.5MM

B) 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.

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 virtue of such persons having more than a 50% interest in such organizations.

N/A

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.

N/A

Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? If so, please provide offering statement used.

NO

Project Data

1. Project site (land)

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

+/-6.8 Acres

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

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

Days Inn Hotel, vacant land and a House. Days Inn remains and House will be demolished for Hotel B

(d) Indicate relationship to present user of project.

Will be distinct and separate branded hotels on the same lot.

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

NO

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

Yes. 2 Buildings. Residence Inn: About 78,000 Sq Feet. Hotel B TBD brand: about 39,000-54,000 Sq Feet.

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

NO

5. 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. . .)

Hotels Room Rental

. . .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.)

None

6. 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.

NONE

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

Furniture, fixtures, equipment, and construction materials to construct the hotels.

8. Has construction work on this project begun?

Complete the following

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

9. Will any of the funds borrowed through the Corporation be used for refinancing?

NO

10. Is a purchaser for the bonds in place? _____ NO _____

COST BENEFIT ANALYSIS:

	<u>Costs =</u>	<u>Benefits =</u>
	<u>Financial Assistance</u>	<u>Economic Development</u>
Estimated Sales Tax Exemption	RIBM: +/- \$900M \$ Hotel B: +/- \$700M	New Jobs Created RIBM: +/-23 Hotel B: +/- 20
Estimated Mortgage Tax Exemption	RIBM: \$145M \$ Hotel B: \$95M	Existing Jobs Retained Days Inn: +/-15
Estimated Property Tax Abatement	RIBM: \$1.7MM \$ Hotel B: \$1.2MM	Private Funds invested \$ 2MM
Estimated Interest Savings IRB Issue	\$ _____	Other Benefits _____
		Expected Yearly Payroll \$ Days Inn: \$375M RIBM: \$650M Hotel B: \$500M
		Expected Gross Receipts \$ Days Inn: \$2.2MM RIBM: \$4.5MM Hotel B: \$2.5MM

B) Project Address: 915 Union Ave. New Windsor, NY, 12553

Tax Map Number Section 4, Block 1, Lot 68.2
(Section/Block/Lot)
Located in City of _____
Located in Town of New Windsor
Located in Village of _____
School District of Newburgh City

C) Are utilities on site?

Water Yes Electric Yes
Gas Yes Sanitary/Storm Sewer Yes

D) Present legal owner of the site Windsor Hospitality LLC
If other than from applicant, by what means will the site be acquired for this project? _____

E) Zoning of Project Site: Current: HC Proposed: HC

F) Are any variances needed? Yes; Variances Granted

G) Principal use of project upon completion: Hotels

H) 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? 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? NO

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

I) Estimate how many construction/permanent jobs will be created or retained as a result of this project and the estimated annual salary range:

	<u>Number of jobs created</u>	<u>Estimated Annual Salary Range</u>
Full Time Equivalents: Construction:	<u>RIBM: +/- 50; Hotel B: +/- 40</u>	<u>\$26,000 to \$125,000</u>
Permanent:	<u>RIBM: +/-23; Hotel B: +/- 20</u>	<u>\$20,000 to \$90,000</u>
Retained:	<u>Retained current Days Inn: +/- 15</u>	<u>\$20,000 to \$45,000</u>

J) Financial Assistance being applied for:

	<u>Estimated Value</u>
<u>X</u> Real Property Tax Abatement Please indicate the term of the PILOT: <u>10</u> Years	\$ <u>RIBM: +/- \$1.7MM</u> <u>Hotel B: +/- \$1.2MM</u>
<u>X</u> Mortgage Tax Exemption Please provide the Mortgage Amount: \$ <u>+/-23.5MM</u>	\$ <u>RIBM: +/- \$140,000</u> <u>Hotel B: +/- \$95,000</u>
<u>X</u> Sales and Use Tax Exemption Amount of Goods & Services to be purchased: \$ _____	\$ <u>RIBM: +/- \$900,000.</u> <u>Hotel B: +/- \$700,000</u>
_____ Issuance by the Agency of Tax Exempt Bonds	\$ _____

K) Project Costs (Estimates)

	<u>0- Owned</u>
Land	
Building	<u>RIBM: \$11MM; Hotel B: \$7.4MM</u>
Equipment	<u>RIBM: \$2.2MM; Hotel B: \$1.5MM</u>
Soft costs	<u>RIBM: \$600M; Hotel B: \$500M</u>
Other	<u>RIBM: \$200M; Hotel B: \$100M</u>
Total	<u>RIBM: +/- \$14MM Hotel B: +/- \$9.5MM</u>

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the project is located.
- B. First Consideration for Employment In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the proposed project.
- C. A liability and contract liability policy for a minimum of three million dollars will be furnished by the Applicant insuring the Agency.
- D. Annual Sales Tax Fillings In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the Applicant.
- E. Annual Employment Reports 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.
- F. 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:

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.



(Applicant Signature)

Chetan Patel

(Name of Officer)

Managing Member

(Title)

This Application should be submitted to the Orange County Industrial Development Agency, c/o Robert T. Armistead, 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 (page 10)

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

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

Attach the following Financial Information of the Company

1. Financial statements for last two fiscal years (unless included in company's Annual Reports).
2. Company's annual reports (or Form 10-K's) for the two most recent fiscal years.
3. Quarterly reports (Form 10Q's) and current reports (Form 8-K's) since the most recent Annual Report, if any.
4. In addition, please attach the financial information described above in items 1, 2 and 3 of any expected Guarantor of the proposed bond issue, if different from the company.

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.

Pat

(Applicant Signature)

By: Windsor Hospitality LLC

Name: Chetan Patel

Title: Managing Member

Kelly A. Reilly

(Notary Public)

Sworn to before me this 29th day
of February, 2016

[stamp]

KELLY A. REILLY
Notary Public, State of New York
Registration #01RE6256838
Qualified In Ulster County
Commission Expires March 5, 2016



**FEE SCHEDULE FOR THE
ORANGE COUNTY IDA IS AS FOLLOWS:**

Application Fee:

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

IDA Administrative Fee: \$2,500

IDA Transaction/Bond Counsel Fee: \$2,500

Closing Fee:

IDA Fee

One-percent of the first \$2,000,000 of the project cost (as identified on page 7 of this application), plus one-half percent of amount above that, due at closing.*

IDA Bond Counsel Fee

Balance due to be determined based on Project and overall structure (typically \$25,000 to \$35,000 plus out of pocket expenditures).

NOTE: IDA reserves the right to seek additional IDA and Bond 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 the IDA's enhanced 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 (as identified on page 7 of this application).

LABOR POLICY
ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Adopted 04-24-2014

The Orange County Industrial Development Agency (IDA) was created 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 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 in Orange County during all project phases, including the construction phase.

For the purposes 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 utilize at least 85% local labor for their approved projects. However, the IDA recognizes that the use of local labor may not be possible 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) Significant cost differentials in bid prices whereby the use of local labor significantly increases the cost of the project. A cost differential of 10% is deemed significant. Every effort should be made by the contractor or applicant to get below the 10% cost differential including, but not limited to, meeting with local construction trade organizations and local contractor associations;
- 4) No local labor is available for the project; and
- 5) The contractor requires the use of key or core persons such as supervisors, foremen, or construction workers having special skills.

The request to secure an exemption for use of non-local labor must be received in writing from the applicant. The request will be reviewed by the Executive Director who shall have the authority to approve or disapprove the request. The Executive Director 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 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 who they have solicited and with whom they have contracted with or awarded.

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 is opportunity 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 the IDA's Executive Director 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 application and 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 for all contractors and their 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. The Construction Manager, acting as agent for the applicant, on the project shall keep a log book on site detailing the number of workers on the job for each trade and the counties in which they reside which shall be subject to periodic inspection by the monitoring entity. The monitor shall issue a report to the Executive Director relative to compliance with this labor policy who shall share such information with the IDA Board of Directors. If a violation of the policy has occurred, the Executive Director shall notify the applicant in writing and give such applicant a warning of such violation. In the event there is a subsequent violation of the policy, the Executive Director shall bring such information to the Board of Directors which may, in its discretion, take action to revoke IDA benefits.

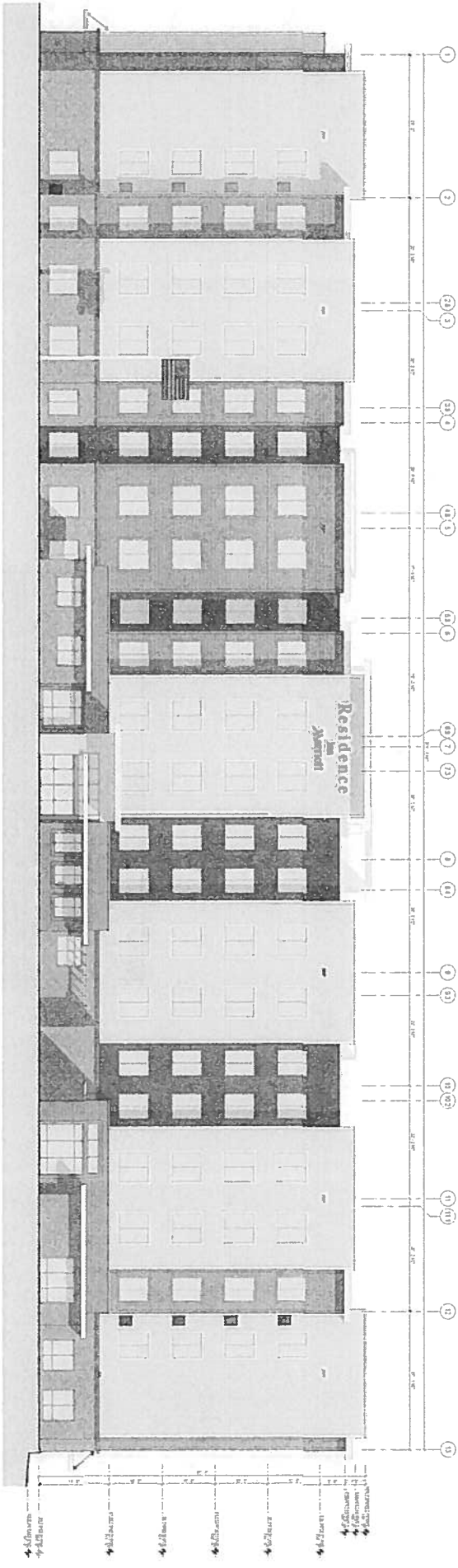
The applicant of an IDA approved project shall be required to maintain a 4' x 8' bulletin board on the project site containing the following information:

- 1) Contact information of the applicant;
- 2) Summary of the IDA benefits received; and
- 3) Contractors' names and contact information.

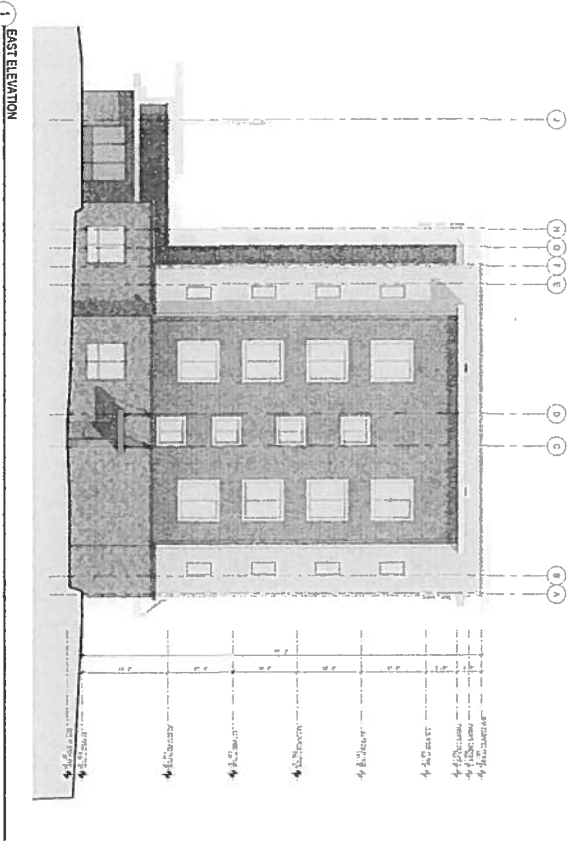
The bulletin board shall be located in an area that is accessible to onsite workers and visitors.

Windsor Hospitality LLC	
Days Inn- Development Lots	
915 Union Ave	
New Windsor, NY 12553	
Name	%
Mr. Chetan Patel, Managing Member	10.00%
Mr. Amit Patel, Managing Member	10.00%
Mr. Dipak Patel	10.00%
Mr. Amul Patel	15.71%
Mr. Nalin Patel	21.43%
Mr. Ajay & Mrs Sandhya Patel	11.43%
Mr. Thakor & Mrs. Varsha Patel	21.43%

KEYNOTE LEGEND



2 SOUTH ELEVATION



1 EAST ELEVATION

NOT FOR CONSTRUCTION
 For reference only

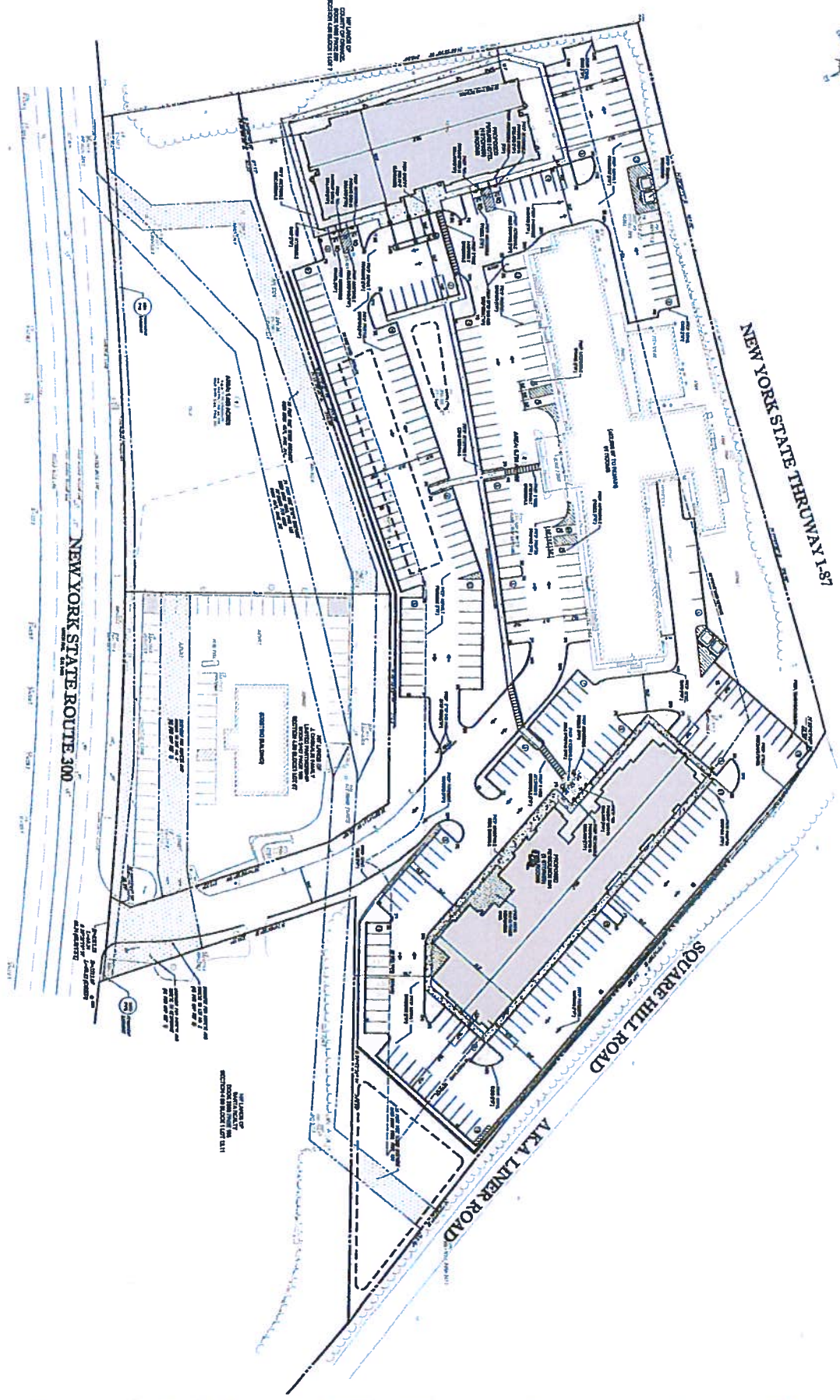
A2.1

GERMA MELCHNER ARCHITECT
 ARCHITECTS
 1001 N. 10TH AVENUE, SUITE 100
 DENVER, CO 80202
 TEL: 303.733.1111
 WWW.GERMA-MELCHNER.COM

RESIDENCE INH
 ARCHITECTS
 1001 N. 10TH AVENUE, SUITE 100
 DENVER, CO 80202
 TEL: 303.733.1111
 WWW.GERMA-MELCHNER.COM

BUILDING ELEVATIONS

REVISIONS



81
 Large Scale Drawing
 Call Number 81-00

REFERS TO GENERAL NOTES SHEET FOR NOTICES

MAINTENANCE OF A CLEAR RIGHT OF WAY IS THE RESPONSIBILITY OF THE PROPERTY OWNER

THIS PLAN TO BE UTILIZED FOR SITE LAYOUT PURPOSES ONLY



NEW WINDSOR PLANNING BOARD

OVERALL SITE STATISTICS

Category	Value
Total Area	100,000 sq. ft.
Building Area	50,000 sq. ft.
Parking Area	20,000 sq. ft.
Other Area	30,000 sq. ft.

BOHLER ENGINEERING 1234 Main Street New York, NY 10001 Tel: (212) 555-1234 Fax: (212) 555-5678 Email: info@bohlereng.com	PROPOSED HOTEL DEVELOPMENT NEW WINDSOR HOTEL NEW WINDSOR HOTEL, LLC 1234 Main Street New York, NY 10001 Tel: (212) 555-1234 Fax: (212) 555-5678 Email: info@newwindsor.com	PRELIMINARY DATE: 01/15/2024 DRAWING NO: 81-00	W.D. GOEBEL ARCHITECT 1234 Main Street New York, NY 10001 Tel: (212) 555-1234 Fax: (212) 555-5678 Email: info@wdgoebel.com
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TOWN OF NEW WINDSOR

555 UNION AVENUE
NEW WINDSOR, NEW YORK 12553
PHONE/EFAX 845.563.4610

Office of the Town Supervisor George A. Green

March 1, 2016

Mr. Robert Armistead, Chairman
Orange County Industrial Development Agency
4 Crotty Lane
New Windsor, New York 12553

Dear Chairman Armistead:

The Town of New Windsor fully supports Chet Patel of Windsor Hospitality, LLC in his endeavor to build two 100-room hotels to be located on both sides of the Days Inn on Route 300 in the Town of New Windsor.

It is our hope that the Orange County Industrial Development Agency will look to provide the requested financial incentives to permit this project to move forward.

Very truly yours,


George A. Green
Town Supervisor

Industrial Development Agency
ORANGE COUNTY | NEW YORK

Empowering Businesses. Inspiring Growth.

**APPLICATION FOR
FINANCIAL ASSISTANCE**

BRIAN LEENTJES

(Applicant Name)

Robert T. Armistead
Chairman
Orange County Business Accelerator
4 Crotty Lane, Suite 100
New Windsor, NY 12553
Phone: 845-234-4192 Fax: 845-220-2228

Updated July 2014

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

Company Name: Leentjes Amusements Corp DBA The Castle
Mailing Address: 109 Brookside Ave
Phone No.: 845-469-2116
Fax No.: 845-610-3592
Fed Id. No.: 06-1370141
Contact Person: Brian Leentjes

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

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

Form of Entity

Corporation

Date of Incorporation: 1993
State of Incorporation: New York

Partnership

General _____ or Limited _____
Number of general partners _____
If applicable, number of limited partners _____

Date of formation _____
Jurisdiction of Formation _____

Limited Liability Company/Partnership (number of members _____)

Date of organization: _____
State of Organization: _____

Sole Proprietorship

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

APPLICANT'S COUNSEL

Name: Bob Green

Address: 55 St. John St. Goshen NY 10924

Phone No.: 845-294-5573

Fax No.: 845-504-2701

II. PROJECT INFORMATION

A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected.

see attached.

B) 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.

At this time in front of the Chester Village Planning Board and don't anticipate any negative impact on the environment.

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 virtue of such persons having more than a 50% interest in such organizations.

N/A

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.

NO

Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? If so, please provide offering statement used.

NO

Project Data

1. Project site (land)

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

less than 1 acre

(b) Are there buildings now on the project site?

X Yes No

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

Fun Center

(d) Indicate relationship to present user of project.

OWNER

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

NO

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

NO

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

Addition 15,000 sq. ft.

5. 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. . .

expand fun center and addition of new rides

. . .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.)

N/A

6. 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

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

Construction materials, amusement rides, arcade equipment, electronics associated with operations

8. Has construction work on this project begun?

Complete the following

(a) site clearance	_____ Yes	<u>X</u> No	_____ % complete
(b) foundation	_____ Yes	<u>X</u> No	_____ % complete
(c) footings	_____ Yes	<u>X</u> No	_____ % complete
(d) steel	_____ Yes	<u>X</u> No	_____ % complete
(e) masonry work	_____ Yes	<u>X</u> No	_____ % complete
(f) other (describe below)	_____ Yes	<u>X</u> No	_____ % complete

9. Will any of the funds borrowed through the Corporation be used for refinancing?

NO

10. Is a purchaser for the bonds in place? N/A

COST BENEFIT ANALYSIS:

	<u>Costs =</u> <u>Financial Assistance</u>	<u>Benefits =</u> <u>Economic Development</u>
Estimated Sales Tax Exemption	\$ <u>120,000</u>	New Jobs Created <u>20</u>
Estimated Mortgage Tax Exemption	\$ <u>not sure if financing at this time</u>	Existing Jobs Retained <u>43</u>
Estimated Property Tax Abatement	\$ <u>to be determined</u>	Private Funds invested \$ <u>900,000</u>
Estimated Interest Savings IRB Issue	\$ <u>N/A</u>	Other Benefits _____
		Expected Yearly Payroll \$ <u>1,960,000</u>
		Expected Gross Receipts \$ <u>6 million</u>

B) Project Address: 109 Brookside Ave Chester NY

Tax Map Number 107-2-14.2 107-2-15
(Section/Block/Lot)

Located in City of _____

Located in Town of _____

Located in Village of Chester

School District of Chester

C) Are utilities on site?

Water Yes
Gas Yes

Electric Yes
Sanitary/Storm Sewer Yes

D) Present legal owner of the site BRIAN LEENTISES
If other than from applicant, by what means will the site be acquired for this project? _____

E) Zoning of Project Site: Current: B2 Proposed: B2

F) Are any variances needed? NO

G) Principal use of project upon completion: FunCenter

H) 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? 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? NO

Will the project result in the abandonment of one or more plants or facilities located in the State of New York? NO

I) Estimate how many construction/permanent jobs will be created or retained as a result of this project and the estimated annual salary range:

	Number of jobs created	Estimated Annual Salary Range
Construction:	<u>50</u>	\$ <u>24,000</u> to \$ <u>100,000</u>
Permanent:	<u>12</u>	\$ <u>18,000</u> to \$ <u>75,000</u>
Retained:	<u>48</u>	\$ <u>18,000</u> to \$ <u>75,000</u>

J) Financial Assistance being applied for:

	Estimated Value
<u>Yes</u> Real Property Tax Abatement	\$
Please indicate the term of the PILOT: _____ Years	
<u>NO</u> Mortgage Tax Exemption	\$
Please provide the Mortgage Amount: \$ _____	
<u>Yes</u> Sales and Use Tax Exemption	\$ <u>120,000</u>
Amount of Goods & Services to be purchased: <u>\$1,500,000</u>	
_____ Issuance by the Agency of Tax Exempt Bonds	\$

K) Project Costs (Estimates)


Land	0
Building	750,000
Equipment	1,500,000
Soft costs	100,000
Other	
Total	2,350,000

III. REPRESENTATIONS BY THE APPLICANT

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(Applicant Signature)

BRIAN LEENTJES

(Name of Officer)

PRES

(Title)

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Bond Counsel
CHARLES SCHACHTER, ESQ. /
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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(Applicant Signature)

By: _____

Name: BRIAN LEWIS

Title: Pres



(Notary Public)

Sworn to before me this 1st day
of March, 2016

ELMA FARNSWORTH
NOTARY PUBLIC-STATE OF NEW YORK
No. 01FA6243292
Qualified in Orange County
My Commission Expires June 20, 2017

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ORANGE COUNTY IDA IS AS FOLLOWS:**

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4 Crotty Lane
New Windsor, NY 12553

*In the event that an applicant does not seek or does not qualify for the IDA's enhanced 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 (as identified on page 7 of this application).

LABOR POLICY
ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Adopted 04-24-2014

The Orange County Industrial Development Agency (IDA) was created 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 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 in Orange County during all project phases, including the construction phase.

For the purposes of this Policy, the local labor market for construction workers shall be defined as those individuals living in Orange, Ulster, Sullivan, Dutchess, Putnam, Rock and Westchester Counties. Applicants receiving IDA benefits shall utilize at least 85% local labor for their approved projects. However, the IDA recognizes that the use of local labor may not be possible 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) Significant cost differentials in bid prices whereby the use of local labor significantly increases the cost of the project. A cost differential of 10% is deemed significant. Every effort should be made by the contractor or applicant to get below the 10% cost differential including, but not limited to, meeting with local construction trade organizations and local contractor associations;
- 4) No local labor is available for the project; and
- 5) The contractor requires the use of key or core persons such as supervisors, foremen, or construction workers having special skills.

The request to secure an exemption for use of non-local labor must be received in writing from the applicant. The request will be reviewed by the Executive Director who shall have the authority to approve or disapprove the request. The Executive Director 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 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 who they have solicited and with whom they have contracted with or awarded.

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 is opportunity 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 the IDA's Executive Director 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 application and 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 for all contractors and their 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. The Construction Manager, acting as agent for the applicant, on the project shall keep a log book on site detailing the number of workers on the job for each trade and the counties in which they reside which shall be subject to periodic inspection by the monitoring entity. The monitor shall issue a report to the Executive Director relative to compliance with this labor policy, who shall share such information with the IDA Board of Directors. If a violation of the policy has occurred, the Executive Director shall notify the applicant in writing and give such applicant a warning of such violation. In the event there is a subsequent violation of the policy, the Executive Director shall bring such information to the Board of Directors which may, in its discretion, take action to revoke IDA benefits.

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, and
- 3) Contractors' names and contact information.

The bulletin board shall be located in an area that is accessible to onsite workers and visitors.

Project Information

- A) Adding onto existing indoor entertainment center, a first and second floor addition totaling 15,000 sq. ft. at a cost of approximately \$750,000.00. The new equipment involved on this portion of the expansion such as arcade games, rides, inflatable bounces, and computers for points of sale will cost approximately \$450,000.00.

The outdoor portion of the expansion involves removal of existing batting cages to make room for the new rides. The site work will be about \$50,000.00 and depending on which rides we select and on ride availability and new verses used rides the range would be from \$750,000.00-1,500,000.00. Addition of digital billboards \$400,000.00

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46 Daisy Lane
Montgomery, New York 12549

Telephone/Facsimile (845) 778-5442

January 26, 2016

Retford Investments, LLC
3050 Southcross Blvd.
Rock Hill, SC 29730
Attn: Steven Irwin, Vice President


Richard A. Mitchell, Esq.
Iseman, Cunningham, Riester & Hyde, LLP
2649 South Road, Suite 100
Poughkeepsie, NY 12601

RE: Ronald M. Nichols v. The Orange County Industrial
Development Agency – Notice of Claim for accident at
45 Wes Warren Drive, Town of Wallkill, Orange County

Dear Sirs:

Please Take Notice that pursuant to Section 5.2 of a certain Leaseback Agreement, dated June 1, 2015 by and between Retford Investments, LLC and The Orange County Industrial Development Agency, the Agency hereby makes formal demand that you take immediate steps to indemnify, defend and hold harmless the Agency, its directors, officers, members and employees from any and all losses, including attorneys fees' that may be incurred concerning the above referenced Notice of Claim filed with the Agency as the result of a work-site accident occurring on September 5, 2015, at 45 Wes Warren Drive in the Town of Wallkill, Orange County, NY.

Very truly yours,


KEVIN T. DOWD
Attorney for the IDA

✓ cc. IDA Board of Directors