

Empowering Businesses. Inspiring Growth.

AMENDED APPLICATION FOR FINANCIAL ASSISTANCE

Amy's Kitchen, Inc. (Applicant Name)

Original Application Submited January 2014 (3/31/17) (Date of Application)

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 February 1, 2017

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

APPLICANT				
Company Name:	Amy's Kitchen Inc.			
Mailing Address:	1650 Corporate Circle, Ste 200, Petaluma, CA 94955			
Phone No.:	(707) 781-7600			
Fax No.:				
Fed Id. No.:	68-0154899			
Contact Person:	Mark Rudolph			
Contact Email:	mark.rudolph@amys.com			
APPLICANT'S COUN				
Name: Larry Wolinsky – Jacobowitz and Gubits, LLP				
Address: 158 Orange	Ave. PO Box 367 Walden, NY 12586			
Phone No.: (845) 778	-2121 x215			
Fax No.: <u>(845) 778-2</u>	121			
Counsel Email: lw@ja	acobowitz.com			
APPLICANT'S GENE	RAL CONTRACTOR/CONSTRUCTION MANAGER			
Name/Contact:	Mike Cheng (Amy's Project Manager)			
Address: 1650 Corporate Cir, Ste 200 Petaluma, CA 94955				
Phone No.: (707) 568	3-4618 wk (707) 867-6011 cell			
Fax No.:				
Email: micheal.cheng	@amys.com			

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

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

Form	of Entity
X	Corporation
	Date of Incorporation: 1988 State of Incorporation: CA
	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:
□ If a fo	Sole Proprietorship oreign organization, is the applicant authorized to do business in the State of New York?
comp	y of the above persons, or a group of them, owns more than a 50% interest in the pany, list all other organizations which are related to the company by virtue of such ons having more than a 50% interest in such organizations.
	N/A
Is the	e company related to any other organization by reason of more than 50% common ership? If so, indicate name of related organization and relationship.
	N/A
Has place	the company (or any related corporation or person) made a public offering or private ement of its stock within the last year? If so, please provide offering statement used.
	NO

II. PROJECT INFORMATION

A)

Project Address: Route 17M and Echo Lake Road, Town of Goshen, Orange
County, New York
· · · · · · · · · · · · · · · · · · ·
Tax Map Number 12-1-222
(Section/Block/Lot)
Located in City of
Located in Town of <u>Goshen</u>
Located in Village of
School District ofGoshen CSD
Owned by Ver Hage Industries, LLC
Future Owner <u>Hudson Valley AREA, LLC</u>
T. M. N 40.4.40.0
Tax Map Number 12-1-19.2 (Section/Block/Lot)
Located in City of
Located in Town of Goshen
Located in Village of
School District of Goshen CSD
Owned by Ver Hage Industries, LLC
Future Owner Hudson Valley AREA, LLC
Tatalo O Wilor Itaaoon Valloy / Italo, EEO
Tax Map Number 12-1-12-1-1.3
(Section/Block/Lot)
Located in City of
Located in Town of <u>Goshen</u>
Located in Village of
School District ofGoshen CSD
Owned byAl Turi Landfill, Inc,
Future Owner Hudson Valley AREA, LLC
Tax Map Number 12-1-1.41
(Section/Block/Lot)
Located in City of Located in Town of Goshen
Located in Village of
School District of Goshen CSD
Owned by Hudson Valley AREA, LLC
Owned by
Tax Map Number12-1-23.2
(Section/Block/Lot)
Located in City of
Located in Town of Goshen
Located in Village of
School District of Goshen CSD
Owned by Echo Lake NY, LLC

	Tax Map Number 12-1-24.2 Not considered for PILOT (Section/Block/Lot)
	Located in City of
	Located in Town of Goshen
	Located in Village of
	School District of <u>Goshen CSD</u>
	Owned byEcho Lake NY, LLC
	Tax Map Number 12-1-1.5 Not considered for PILOT (Section/Block/Lot)
	Located in City of
	Located in Town of <u>Goshen</u>
	Located in Village of
	School District of Goshen CSD
	Owned by <u>Echo Lake NY, LLC</u>
	Tax Map Number 10-1-11.2 Not considered for PILOT (Section/Block/Lot)
	Located in City of
	Located in Town of Goshen
	Located in Village of
	School District of Goshen CSD
	Owned by RSSB-A
B)	Are utilities on site?
	Water NO Electric NO
	Gas NO Sanitary/Storm Sewer NO
C)	Present legal owner of the site Noted above If other than from applicant, by what means will the site be acquired for this project?
D)	Zoning of Project Site: Current:Commercial, Industrial, Agricultural_ Proposed:No change
E) standa	Are any variances needed? <u>The applicant has obtained variances from designards</u>
F) conce comple	Furnish a copy of any environmental application presently in process of completion rning this project, providing name and address of the agency, and copy all pending or eted documentation and determinations. Attached is a copy of the SEQRA Findings Statement
G) facility	Statement describing project (i.e. land acquisition, construction of manufacturing , etc.):
of the Souls, are inc	project. Because this project is a joint venture between Amy's and Science of the all tax parcels involved are listed. The tax parcels that pertain to Science of the Souls dicated as "Not considered for PILOT". All other parcels will be owned by an affiliate of and operated by Amy's. These parcels will be subjected to the PILOT.
H)	Anticpated Date of Operation: 1/1/2021

I) Principa	al use of project upon completion:		
⊠ manufacturi □ industrial □ training	ing warehousing recreation data process	research retail other	offices residential
If other, explain	n:		
J) Estimate of the project O	ed Project Costs, including: <u>(Value:</u> Only. Project budget attached)	s are for the A	my's Kitchen Factory portion
Value of proper	rty to be acquired: \$2,145,000		
Value of improv	vements: \$64,600,000	···	
Value of equipr	ment to be purchased: \$36,000	0,000	
Estimated cost	of engineering/architectural service	s: \$3,000,0	000
Other: \$1,0	00,000		
Total Capital C	osts: \$106,745,000		
•	cing; estimated amount of existing debt only)		\$
Sources of Fun	nds for Project Costs:		
Bank Financing	j :		\$76,450,000
Equity (excludir	ng equity that is attributed to grants/	tax credits)	\$18,745,000
Tax Exempt Bo	ond Issuance (if applicable)		\$
Taxable Bond I	Issuance (if applicable)		\$
	(Include sum total of all state and for credits) <u>ESD Incentive Proposal (A</u>		\$11,550,000
Identify eac	ch state and federal grant/credit:		
	ESD Jobs Now Program		\$1,000,000
	ESD Excelsior Jobs Program		\$5,800,000
	Investment Tax Credit		\$4,250,000
	OC IDA Grant_(Attached)		\$500,000
Total Source	ces of Funds for Project Costs:		\$ _106,745,000

K)	Inter-	-Municipal Move Determination
		the project result in the removal of a plant or facility of the applicant from one of the State of New York to another?
	□ Y	es or 🛛 No
	occu	the project result in the removal of a plant or facility of another proposed pant of the project from one area of the State of New York to another area of state of New York?
	□ Y	es or 🗵 No
		the project result in the abandonment of one or more plants or facilities ed in the State of New York?
	□ Y	es or 🗵 No
or ac	tivity re ating o	of the questions above, explain how, notwithstanding the aforementioned closing duction, the Agency's Financial Assistance is required to prevent the Project from ut of the State, or is reasonably necessary to preserve the Project occupant's position in its respective industry:
Drois	ect Data	
1.		ect site (land)
••	(a)	Indicate approximate size (in acres or square feet) of project site.
	• •	60.1 acres
	(b)	Are there buildings now on the project site? Yes No
	(c)	Indicate the present use of the project site.
		Raw land
	(d)	Indicate relationship to present user of project.
		No Relation
2.		s the project involve acquisition of an existing building or buildings? If yes, ate 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 – approximately 369,000 sf					
4. indic	Does the project constate nature of expansion	sist of additions and and/or renovation:	or renovations	to existing buildings? If yes		
	N/A					
5.	Estimated Start Date	of Construction:	2/2017			
6.	Estimated End Date o	f Construction:	12/2020_			
•		description of pro-		cted or expanded be used for nanufactured, assembled o		
	Food M	lanufacturing	2% will be off	ice space		
		entage of the fund	tions to be pe	ed for office space and ar erformed at such office no financed.)		
8. tena	footage of the project			parties, indicate total square and proposed use by each		
	N/A					
9.	List principal items project.	or categories of e	quipment to b	e acquired as part of the		
	Food manufac	turing equipment, of	fice equipment			
10.	Has construction work	on this project begu	ın?			
	Complete the followin	g				
	(a) site clearance	YES Yes	No	90% complete		
	(b) foundation	Yes	No	% complete		
	(c) footings	Yes	No	% complete		
	(d) steel	Yes	No	% complete		
	(e) masonry work	Yes	No	% complete		

(f) other (describe below) Yes No% complete
II. FINANCIAL ASSISTANCE REQUESTED
A) Benefits Requested:
☑ Sales Tax Exemption ☐ IRB ☑MRT Exemption ☑Real Property Agreement
3.) Value of Incentives:
DA PILOT Benefit: Agency staff will indicate the amount of PILOT Benefit based on estimated Project Costs as contained herein and anticipated tax rates and assessed valuation, including the annual PILOT Benefit abatement amount for each year of the PILOT benefit year and the sum total of PILOT Benefit abatement amount for the term of the PILOT as depicted under the heading "Real Property Tax Benefit (Detailed)" of the Application.
Estimated duration of Property Tax exemption:15 years
Sales and Use Tax:
Estimated value of Sales Tax exemption for facility construction: \$3,200,000
Estimated Sales Tax exemption for fixtures and equipment: \$3,300,000 PLEASE NOTE \$35 MILLION OF EQUIPMENT WILL BE PURCHASED AS MANUFACTURING EQUIPMENT AND EXEMPT FROM SALES TAX UNDER THE STATE MANUFACTURING EXEMPTION]
Estimated duration of Sales Tax exemption:4 years
Mortgage Recording Tax Exemption Benefit:
Estimated value of Mortgage Recording Tax exemption: \$420,000
RB Benefit:
IRB inducement amount, if requested: \$
s a purchaser for the Bonds in place?
☐ Yes or ☐ No
Percentage of Project Costs financed from Public Sector sources:
Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon Sources of Funds for Project Costs as depicted above under the heading 'Estimated Project Costs" (Section II(I)) of the Application.
C.) Likelihood of Undertaking Project without Receiving Financial Assistance
Please confirm by checking the box, below, if there is likelihood that the Project would not be

9

undertaken but for the Financial Assistance provided by the Agency?

⊠ res or 🔲 i	NO			
If the Project co provide a state undertaken by t	ement in the			
				•

IV. <u>EMPLOYMENT PLAN</u> [PLEASE REFER TO THE "ECONOMIC, FISCAL, AND WORKFORCE IMPACTS OF THE AMY'S KITCHEN PROJECT" REPORT ATTACHED]

	at proposed project location or			Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE to FIVE Years after Project Completion **
Full time (FTE)	0	N/A	323 / 681	323 / 681
Part Time (PTE)				
Total	0	N/A	323 / 681	323 / 681

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

Salary and Fringe Benefits for Jobs to be Retained and/or Created:

Category of Jobs to be Retained and Created	Estimated Number of Jobs Per Category	Average Salary or Range of Salary	Average Fringe Benefits or Range of Fringe Benefits
Management	11	\$60K - \$150K	35% *
Professional	8	\$90K - \$120K	35% *

Administrative	4	\$90K - \$120K	35% *
Production	658	\$20K - \$52K	25% *
Independent Contractor			
Other			

 Medical, Dental, Vision, Life 401K Matching PTO Bonus

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

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

- F. <u>Compliance with N.Y. GML Sec. 862(1):</u> Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:
 - § 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.
- G. <u>Compliance with Applicable Laws:</u> The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
- H. <u>False and Misleading Information:</u> The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- I. <u>Recapture</u>: Should the Applicant not expend or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- J. <u>Absence of Conflicts of Interest</u> 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.

STATE OF NEW YORK) COUNTY OF ORANGE) ss.:
COUNTY OF ORANGE) ss.:
Andrew J. Kopral , being first duly sworn, deposes and says:
1. That I am the <u>Treasurer</u> (Corporate Office) of <u>Amy's Kitchen, Tuc</u> (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete. (Signature of Officer)
Subscribed and affirmed to me under penalties of perjury this day of, 20
(Notary Public)

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**

Transaction 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.

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California) County of Sonoma)

Subscribed and sworn to (or affirmed) before me on this 3rd day of April 2017, by Andrew J. Kopral proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



Carol Dehway

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 oiect. shall of the

then, and in the event, upon presentation	ole to reach final agreement with respect to the Prition of an invoice itemizing the same, the Applicant gns, all costs incurred by the Agency in processing if any. (Applicant Signature)		
	Ву:		
	Name: Andy Kopral		
	Title: Manager / Treasurer		
See attaches (Notary Public)			
Sworn to before me this day	[stamp]		
of, 20			

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California) County of Sonoma)

Subscribed and sworn to (or affirmed) before me on this 3rd day of April 2017, by Andrew J. Kopral proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



Carol Pihnon

Real Property Tax Benefits (Detailed):

PILOT Estimate Table Worksheet

Dollar Value of	Estimated	County Tax	Local Tax Rate	School Tax
New	New Assessed	Rate/1000	(Town/City/Village)/1000	Rate/1000
Construction	Value of			
and	Property		3	
Renovation	Subject to			
Costs	IDA*			

^{*}Apply equalization rate to value

PILOT	%	County	Local	School	Total	Full Tax	Net
Year	Payment	PILOT	PILOT	PILOT	PILOT	Payment	Exemption
		Amount	Amount	Amount		w/o	
					2	PILOT	
1						•	
2							
3	2						
4							
5						* 10.2	
6						10 99	
7							
8							H.
9							
10							
11	:=						
12							
13							
14				-			
15	1						
16							7
17							
18							
19							
20							
TOTAL							

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

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

Cost Benefit Analysis:

To be completed/calculated by AGENCY

	<u>Costs =</u> <u>Financial Assistance</u>	Benefits = Economic Development
*Estimated Sales Tax Exemption	\$	New Jobs Created Permanent Temporary
		Existing Jobs Retained Permanent Temporary
Estimated Mortgage Tax Exemption	\$	Expected Yearly Payroll \$
	\$	Expected Gross Receipts \$
Estimated Property Tax Abatement	p	Additional Revenues to School Districts
		Additional Revenues to Municipalities
		Other Benefits
Estimated Interest Savings IRB Issue	\$	Private Funds invested \$
		Likelihood of accomplishing proposed project within three (3) years
		☐ Likely or ☐ Unlikely
	Project. PLEASE NOTE: The	m sales and use tax as a result of the se amounts will be verified and there is a apture" on page 10).
¢	(to be used on the NVS ST.	30)

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 Counsel Fee: \$2,500

Labor Policy Monitoring Fee, based on project cost, due at application.

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

Projects less than \$5M:

\$5.000.00

Projects greater than \$5M but less than \$15M:

\$10,000.00 \$20.000.00

Projects greater than \$15M but less than \$25M: Projects greater than \$25M:

To be determined

Closing Fee:

IDA Fee

One-percent of the first \$2,000,000 of the project cost (as identified on page 4 of this application), plus one-half percent of amount above that, due at closing (total project cost includes land acquisition costs).*

IDA Transaction Counsel Fee

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

Local Labor Policy Monitoring

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

NOTE:

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

Please make all Checks payable to:

Orange County Industrial Development Agency

Mail to: 4 Crotty Lane New Windsor, NY 12553 *In the event that an applicant does not seek or does not qualify for 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 4 of this application).

Application for Financial Assistance

Labor Policy

Adopted May 18, 2006, it is the Labor Policy of the

Orange County Industrial Development Agency to encourage all
companies availing themselves of IDA
benefits to use local workforce and pay prevailing
wages on their project where possible.