



*Empowering Businesses. Inspiring Growth.*

# APPLICATION FOR FINANCIAL ASSISTANCE

Citiva Medical, LLC and iAnthus Empire Holdings, LLC (as joint applicants)

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**(Applicant Name)**

02/04/2022

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**(Date of Application)**

Orange County IDA  
4 Crotty Lane, Suite 100  
New Windsor, NY 12553  
Phone: 845-234-4192 Fax: 845-220-2228  
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Updated August 25, 2021

Initial 186



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Agent Manager

**Kelly Reilly**  
Project Manager

**Harris Beach PLLC**  
IDA Bond Counsel



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## MISSION STATEMENT

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



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## Index

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

Section I.....	Applicant Information:	pg. 5
.....	Financial Information:	pg. 10
Section II.....	Project Information:	pg. 11
Section III.....	Financial Assistance Requested:	pg. 16
Section IV .....	Employment Plan:	pg. 18
Section V .....	Representations by the Applicant:	pg. 21

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

Attachments .....	Hold Harmless Agreement:	pg. 24
.....	Retail Questionnaire:	pg. 27
.....	Fee Schedule:	pg. 29
.....	Project Scoring Criteria:	pg. 32
.....	Labor Policy:	pg. 34



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## APPLICATION FOR FINANCIAL ASSISTANCE

### I. APPLICANT INFORMATION

#### A) APPLICANT

Company Name: Citiva Medical, LLC and iAnthus Empire Holdings, LLC

Mailing Address: 420 Lexington Avenue, Ste. 414 New York, NY 10170

Phone No.: (631) 767-3615

Fax No.:

Fed Id. No.: 47-3033075 (Citiva Medical, LLC); 82-4621222 (iAnthus Empire Holdings, LLC)

Contact Person: Sean Barravecchio

Title: Director, Compliance and Security

Contact Phone No.: (631) 767-3615

Contact Email: sean.barravecchio@citiva.com

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

#### B) INDIVIDUAL COMPLETING APPLICATION

Name: Colleen Hughes

Company Name: Creative Consulting Consortium, LLC

Title: Founder

Address: 180 Main St. 2E, Goshen, NY 10924

Phone No.: (845) 591-4728 Fax No.:

Email: colleen@cococreativeny.com

C) **APPLICANT'S COUNSEL**

Name: Erin McCarthy, Esq.

Address: 420 Lexington Ave., Ste. 414, New York, NY 10170

Phone No.: (609) 412-0173

Fax No.: \_\_\_\_\_

Email: erin.mccarthy@ianthus.com

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

D) **APPLICANT'S AUDIT CONTACT**

Name: Marcum LLP

Address: 10 Melville Park Rd., Melville, New York 11747

Phone No.: (631) 414-4000

Fax No.: (631) 414-4001

Contact Email: \_\_\_\_\_

The IDA is legally required to submit an annual PARIS report to the state that requires information from each project. Applicant participation is **NOT OPTIONAL**. **ALL INFORMATION** must be submitted in a **COMPLETE** and **TIMELY** manner. Failure to comply with this request **WILL RESULT** in a **LOSS/RECAPTURE** of **ALL OR SOME** of your benefits. Please initial stating you understand and consent to the above SB

E) **APPLICANT'S GENERAL CONTRACTOR/CONSTRUCTION MANAGER**

Name/Contact: Jeff Greene

Address: 420 Lexington Ave., Ste. 414, New York, NY 10170

Phone No.: (646) 533-5463

Fax No.: \_\_\_\_\_

Email: Jeff.Greene@ianthus.com

See Attachment I.E.

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

Name	Office Held	% of Ownership	% of Voting Rights
iAnthus Capital Management, LLC	Owner (Citiva Medical, LLC/ IEH, LLC)	100%/100%	100%/100%
Randy Maslow	President (Citiva Medical, LLC/ IEH, LLC)	N/A	N/A
John Henderson	Senior Vice President (Citiva Medical, LLC)	N/A	N/A
Julius Kalceovich	Chief Financial Officer (IEH, LLC)	N/A	N/A

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

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

See Attachment I.G.

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 Citiva Medical, LLC - One  
iAnthus Empire Holdings, LLC - One)

Date of organization: Citiva Medical, LLC - 02/03/2015; iAnthus Empire Holdings, LLC - 03/14/2018

State of Organization: Citiva Medical, LLC - NY; iAnthus Empire Holdings, LLC - NY

☐ Sole Proprietorship

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

☐ Yes or ☐ No N/A

If no, please explain below:

N/A

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

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

Citiva Medical, LLC and iAnthus Empire Holdings, LLC are wholly owned by iAnthus Capital Management, LLC. iAnthus Capital Management, LLC is wholly owned by iAnthus Capital Holdings, Inc. No individual person holds more than a 50% interest in Citiva Medical, LLC, iAnthus Empire Holdings, LLC, iAnthus Capital Management, LLC, or iAnthus Capital Holdings, Inc.

See Attachment I.G.

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

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

See Attachment I.G.

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

K) Has the Applicant or any of its affiliated organizations ever received OCIDA benefits? ☐ Yes or ☒ No

If yes, please describe the assisted project below:

N/A

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

L) Legal Questions:

1. Is the Company presently the subject of any litigation, or is any litigation threatened, which would have a material adverse effect on the Company's financial condition?

☐ Yes or ☒ No

2. Has the company or any of its affiliates ever been involved in bankruptcy, a creditor's rights or receivership proceeding, or sought protection from creditors?

☐ Yes or ☒ No

3. Has the Company ever settled a debt with a lending institution for less than the full amount outstanding?

☐ Yes or ☒ No

4. Has any senior manager or principal of the Company ever been convicted of any felony or misdemeanor, other than a minor traffic violation, or are any such charges pending?

☐ Yes or ☒ No



5. Has the Company or any of its affiliates, been cited for a violation of federal, State or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution or operating practices?

☐ Yes or ☒ No

6. Are there any outstanding judgments or liens pending against the Company other than liens in the normal course of business?

☐ Yes or ☒ No

7. Is the Company delinquent on any New York State, federal or local tax obligations?

☐ Yes or ☒ No

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

N/A

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

M) Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? ☐ Yes or ☒ No

If yes, please attach offering statement used.

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

Citiva Medical, LLC is a New York limited liability company organized on February 3, 2015. In February 2018, iAnthus Capital Management, LLC acquired a 100% ownership interest in Citiva Medical. Citiva Medical is one of ten Registered Organizations (companies) in the New York State Medical Cannabis Program. iAnthus Empire Holdings, LLC is a New York limited liability company organized on March 14, 2018. iAnthus Empire Holdings is a property holding company that leases certain properties to Citiva Medical for cannabis-related uses.

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

Estimated % of sales within the County:

0

Estimated % of sales outside the County but within NYS:

100%

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

0

Estimated % of sales outside the U.S.:

0

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

See Attachment I.P.

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

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

If no, please describe below:

N/A

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

## **FINANCIAL INFORMATION OF THE COMPANY**

### **A. For existing businesses:**

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

See Attachments A1 and A2 for 2017, 2018, 2019 and 2020 financial statements; see Attachment A3 for Certificate of Good Standing.

### **B. For new businesses:**

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

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

## II. PROJECT INFORMATION

- A) Project Address: 65-75 John Hicks Drive, Warwick, NY
- Tax Map Number 46-1-49; 46-1-50  
(Section/Block/Lot)
- Located in City of \_\_\_\_\_
- Located in Town of Warwick
- Located in Village of \_\_\_\_\_
- School District of Warwick Valley Central School District
- B) Are utilities on site?
- Water Yes Electric Yes
- Gas Yes Sanitary/Storm Sewer Yes
- C) Present legal owner of the site iAnthus Empire Holdings, LLC
- If other than from applicant, by what means will the site be acquired for this project?  
N/A
- D) Zoning of Project Site: Current: O1 Proposed: O1
- E) Are any variances needed? No
- F) Furnish a copy of any environmental application presently in process of completion concerning this project, providing name and address of the agency, and copy all pending or completed documentation and determinations. N/A
- G) Attach copies of preliminary plans or sketches of proposed construction or rehabilitation or both.  
See Attachment II.G.

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

Construction of Citiva Medical, LLC's ("Citiva") proposed permanent Warwick facility will allow for the cultivation, processing and sale of medical marijuana produced at the facility, expanding Citiva's product offerings at its dispensaries and providing safe access by patients to high-quality medical cannabis products. The project will be completed in accordance with a long-term, multi-phased buildout plan, encompassing a headhouse, which will serve as the operational nerve center for manufacturing and processing activities, and a greenhouse, for the cultivation of cannabis plants.

All preliminary work has been completed. The next phase of the project will involve the interior buildout of the headhouse and processing facility (approximately 30,000 square feet) as well as construction of the first one-third of the greenhouse (approximately 38,000 square feet). Once completed, and dependent upon other external factors, work will then commence on the final phase of the project, the construction of the remaining two-thirds of the greenhouse (approximately 60,000 square feet).

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

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

The requested incentives will allow for the timely advancement of this project so that Citiva can commence cultivation and manufacturing operations at its facility in the Town of Warwick in Orange County, New York. The incentives will enable Citiva to complete the buildout of a fully operational, permanent manufacturing facility in compliance with certain regulatory requirements upon which the continued good standing of Citiva Medical, LLC's registration as a Registered Organization in the New York State Medical Cannabis Program is conditioned.

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

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

The facility is projected to create 100 jobs with full benefits, approximately 80 of which are expected to be filled by residents of the Labor Market Area where the project is located, which includes the Town of Warwick, Orange County, and the surrounding region. The project will also involve considerable construction, engineering, and architectural expenditures, much of which will be paid directly to local contractors, subcontractors, and professionals.

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

K) Anticipated Date of Operation: TBD; completion of multi-phased buildout will take approximately 12-15 months.

L) Principal use of project upon completion:

- |   |                                       |                                   |                                      |
|---|---------------------------------------|-----------------------------------|--------------------------------------|
| <input checked="" type="checkbox"/> manufacturing | <input type="checkbox"/> warehousing  | <input type="checkbox"/> research | <input type="checkbox"/> offices     |
| <input type="checkbox"/> industrial               | <input type="checkbox"/> recreation   | <input type="checkbox"/> retail   | <input type="checkbox"/> residential |
| <input type="checkbox"/> training                 | <input type="checkbox"/> data process | <input type="checkbox"/> other    |                                      |
|   | <input type="checkbox"/>              | <input type="checkbox"/>          |                                      |

If other, explain: \_\_\_\_\_

M) NAICS Code: 424990/111422

N) Estimated Project Costs, including: See Attachment II.N.

Value of property to be acquired: \$\_\_\_\_\_

Value of improvements: \$\_\_\_\_\_

Value of equipment to be purchased: \$\_\_\_\_\_

Estimated cost of engineering/architectural services: \$\_\_\_\_\_

Other: \$\_\_\_\_\_

Total Capital Costs: \$\_\_\_\_\_

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

*Sources of Funds for Project Costs:* See Attachment II.N.

Bank Financing: \$\_\_\_\_\_

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

Tax Exempt Bond Issuance (if applicable) \$\_\_\_\_\_

Taxable Bond Issuance (if applicable) \$\_\_\_\_\_

Public Sources (Include sum total of all state and federal

grants and tax credits)

\$ \_\_\_\_\_

Identify each state and federal grant/credit:

_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
Total Sources of Funds for Project Costs:	\$ _____

O) Inter-Municipal Move Determination

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

☐ Yes or ☒ No

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

☐ Yes or ☒ No

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

☐ Yes or ☒ No

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

N/A

## Project Data

1. Project site (land)

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

8.6 acres.

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

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

Land undergoing development.

(d) Indicate relationship to present user of project.

Applicant is present user.

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. Two connected buildings totaling approximately 128,000 sq. ft.; headhouse (approx. 30,000 sq. ft.), and greenhouse, approximately (98,000 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. Estimated Start Date of Construction: 07/01/2018

6. Estimated End Date of Construction: TBD; completion of multi-phased buildout will take approximately 12-15 months.

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

Cultivation, extraction, manufacturing, and packaging of cannabis and cannabis products.

. . .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.)

0.47% of the facility will be used for office space. Functions to be performed at such offices are all related to the day-to-day operations of the facility.

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

N/A

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

Cultivation tables, lighting, HVAC equipment, climate control systems, extraction and processing laboratory equipment, fertigation equipment, freezers, commercial kitchen, and other miscellaneous equipment.

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

Complete the following

(a) site clearance	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	100 % complete
(b) foundation	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	70 % complete
(c) footings	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	85 % complete
(d) steel	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	23 % complete
(e) masonry work	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	0 % complete
(f) other (describe below)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	0 % complete

Other work: plumbing, electrical and framing work.



### III. FINANCIAL ASSISTANCE REQUESTED

A) Benefits Requested:

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

B.) Value of Incentives:

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

Sales and Use Tax: See Attachment III.B.

Estimated value of Sales Tax exemption for facility construction:

\$ \_\_\_\_\_ X .08125 = \$ \_\_\_\_\_

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

Estimated Sales Tax exemption for fixtures and equipment:

\$ \_\_\_\_\_ X .08125 = \$ \_\_\_\_\_

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

Estimated duration of Sales Tax exemption: \_\_\_\_\_

*\*\*Should coincide with construction timeline.*

Mortgage Recording Tax Exemption Benefit: N/A

Estimated value of Mortgage: \$ \_\_\_\_\_

Estimated value of Mortgage Recording Tax exemption:

\$ \_\_\_\_\_ X .0075 = \$ \_\_\_\_\_

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

Tax-Exempt/ Taxable Revenue Bond Benefit: N/A

☐ Amount of Bonds, if requested: \$ \_\_\_\_\_

Is a purchaser for the Bonds in place?

☐ Yes or ☐ No

Percentage of Project Costs financed from Public Sector sources:

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

C.) Likelihood of Undertaking Project without Receiving Financial Assistance

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

☒ **Yes** or ☐ **No**

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

While a portion of the project may proceed without the Agency's Financial Assistance, the overall scope of the project would be severely diminished without the incentives sought. More specifically, not receiving Financial Assistance would likely reduce the project size, facility output, overall number of jobs and our ability to spearhead and support meaningful community programs. Conversely, receiving Financial Assistance would increase Citiva's ability to complete the full scope of the project and help the Company effectively compete with other companies in the adult-use cannabis marketplace, most of whom received similar Financial Assistance from this or other Industrial Development Agencies, for many years to come.

In other words, the contemplated incentives would provide both short and long-term benefits to Citiva. In the short-term, the sales tax exemptions would significantly reduce the overall cost of the project. In the long-term, the PILOT benefit would help reduce the Company's operating expenses.

It should also be noted that although Citiva is exploring a potential sale-leaseback transaction with a Real Estate Investment Trust (REIT), such financing would not cover a large amount of equipment needed to operate the facility. Moreover, REIT financing would not in any way reduce the Company's operating expenses – this could only be done through a PILOT.

We are confident that the Agency's Financial Assistance could provide us with the long-term economic sustainability we need to complete the full scope of the project and meaningfully contribute to local economic development efforts.

## IV. EMPLOYMENT PLAN

### A) Current Employee Headcount:

	Current # of jobs at proposed project location or to be relocated to project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon THREE Years after Project completion	Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE Years after Project Completion **
Full time (FTE)	N/A	N/A	100	80
Part Time (PTE)	N/A	N/A	0	0
Total	N/A	N/A	100	80

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

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

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

Category of Jobs to be Created	Number of Jobs Year 1	Number of Jobs Year 2	Number of Jobs Year 3	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
Management	16	16	16	\$57,000-\$120,000*	\$5,000-\$10,000
Professional	N/A	N/A	N/A	N/A	N/A
Administrative	N/A	N/A	N/A	N/A	N/A
Sales	3	3	3	\$65,000-\$80,000	\$5,000-\$7,000
Production/ Manufacturing	81	81	81	\$33,000-\$65,000**	\$3,000-\$5,000
Independent Contractor	N/A	N/A	N/A	N/A	N/A
Other (specify)	N/A	N/A	N/A	N/A	N/A

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

\*Typical direct labor supervisor salary range is \$57,000 - \$65,000; department management salary range is \$100,000 - \$120,000.

\*\*Typical manufacturing salary range is \$33,000 - \$50,000; facilities/maintenance average salary is \$65,000.

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

C) **Salary and Fringe Benefits for Jobs to be Retained:** N/A. We do not currently employ anyone at Warwick.  
All jobs are new.

Category of Jobs to be Retained	Current Number of Jobs	Average Salary or Salary Range	Average Fringe Benefit or Range of Fringe Benefits
Management			
Professional			
Administrative			
Sales			
Production/ Manufacturing			
Independent Contractor			
Other (specify)			

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

N/A

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

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

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

Citiva, through its parent company, iAnthus Capital Management, LLC ("iAnthus"), offers medical, dental, and vision benefits to all employees and their families, including domestic partners. iAnthus offers up to 16 weeks of parental leave (paternal and maternal) for adoption or birth of a child. There is no probationary period for paid time off ("PTO") accruals or holidays. Employees are offered these benefits from the date of commencement of employment.

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

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

iAnthus encourages the continuation of education by providing reimbursement of tuition costs for applicable courses through its Training and Development Program. Employees are given the opportunity to participate in iAnthus trainings in areas including but not limited to professional development, manager training sessions, and product knowledge. All employees are trained on state compliance regulations, environmental health and safety, security protocols, and role-specific on-the-job training. Advancement opportunities include all company access to job postings and an application/interview process where all internal candidates are considered.

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

## V. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (PublicLaw 97-300) ("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. The applicant will receive a request for information in the fourth quarter of each year that Financial Assistance is utilized and agrees to return the information by the end of January the following year.
- F. Compliance with N.Y. GML Sec. 862(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.
- G. Compliance with Applicable Laws: The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
- H. False and Misleading Information: The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any



Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.

- I. Recapture: Should the Applicant not expend, hire as presented, or violates Sales Tax Exemption regulations, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- J. Rescission of Benefits Conferred: Applicant understands and agrees that in the event that (a) the Applicant does not proceed to final Agency approval within six (6) months of the date the Agency adopts its initial approval resolution and/or (b) close with the Agency on the requested financial assistance within twelve (12) months of the date the Agency adopts its initial resolution, the Agency reserves its right to rescind and cancel all prior approvals. In the event the Agency rescinds its approvals and the Applicant re-applies to the Agency, the Applicant understands and agrees that its re-application will be subject to any and all changes in law, Agency policies or fees imposed by the Agency that are in effect as of the date of re-application.
- K. Absence of Conflicts of Interest: The applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:
- L. Freedom of Information Law (FOIL): The applicant acknowledges that the OCIDA is subject to New York State's Freedom of Information Law (FOIL). Applicants understand that all project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.

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

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

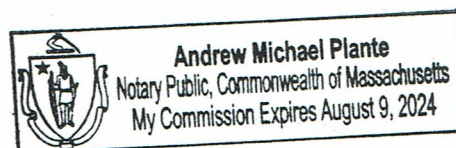
John Henderson, being first duly sworn, deposes and says:

1. That I am the Sr vp (Corporate Office) of Citiva Medical, LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury  
this 4<sup>th</sup> day of January, 2022

Andrew M. Plante  
(Notary Public)



This Application should be submitted to:

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

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

**SEE ATTACHED FEE SCHEDULE**

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





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## HOLD HARMLESS AGREEMENT

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

(Applicant Signature)

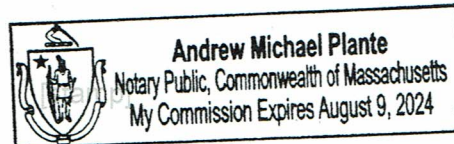
By: Citiva Medical, LLC

Name: John Henderson

Title: Sr VP

(Notary Public)

Sworn to before me this 14<sup>th</sup> day  
of January, 2022





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**To be completed/calculated by AGENCY**

**Real Property Tax Benefits (Detailed):**

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

**PILOT Estimate Table Worksheet**

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

\*Apply equalization rate to value

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

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

## Cost Benefit Analysis:

**To be completed/calculated by AGENCY**

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

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

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



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**Fill out when instructed by Agency**

## RETAIL QUESTIONNAIRE

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

- A) Will any portion of the Project consist of facilities or property that will be primarily used in making sales of goods or services to customers who personally visit the Project site? ☐ Yes ☐ No
- B) What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the Project? \_\_\_\_\_ %
- C) Is the Project location or facility likely to attract a significant number of visitors from outside the Mid-Hudson Economic Development Region (i.e.: Orange, Dutchess, Putnam, Rockland, Sullivan, Ulster, and Westchester counties)? ☐ Yes ☐ No
- D) Will the Project make available goods or services which are not currently reasonably accessible to the residents of the municipality within which the proposed Project would be located? ☐ Yes ☐ No
- E) Will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? ☐ Yes ☐ No

If yes, explain:

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

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

If yes, explain:

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

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

☐ Yes ☐ No

If yes, explain:

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



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## FEE SCHEDULE

### **Application Fee:**

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

IDA Administrative Fee: \$2,500

IDA Transaction Counsel Fee: \$2,500

### **Labor Policy Monitoring Fee (based on project cost):**

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

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

### **Closing Fee:**

#### **IDA Fee**

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

#### **Manufacturing Sector**

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

#### **Distribution/Warehouse Sector**

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

**Retail Sector - Stores**

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

**Retail Sector – Back Office/Medical**

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

**Hotel Sector (Per Scoring Criteria)**

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

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

**Tourism Sector**

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

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

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

**“Special Projects”**

TBD per project

**IDA Transaction Counsel Fee:**

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

**Local Labor Policy Monitoring:**

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

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

**Please make all Checks payable to:**

*Orange County Industrial Development Agency*

**Mail to:**

*4 Crotty Lane  
New Windsor, NY 12553*

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

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

**Closing Fee:**

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

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

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





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## **PROJECT SCORING CRITERIA**

**To be completed/calculated by AGENCY**

Project Name:

Score:

### **1. Strategic Vision (0 OR 5)\*:**

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

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

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

### **3. Number of Jobs (1 – 5):**

- a. NOT sliding scale; relative to industry

### **4. Quality of Jobs (0 – 5):**

- a. Defined as

0 = ANY jobs at minimum wage

1 = ALL jobs over \$15/hour

2 = 25% over \$25/hr plus benefits

3 = 50% over \$25/hr plus benefits

4 = 75% over \$25/hr plus benefits

5 = ALL jobs over \$25/hr plus benefits

### **5. Location (1 OR 5):**

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

## 6. Desirability (0 – 5)\*:

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

## TOTAL

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

2-10 - Low/No PILOT

11-20 - Medium/Sector-based PILOT

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



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## **LABOR POLICY**

*Adopted 01-12-17*

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

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

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

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

1. Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation by only approved installers;
2. Specialized construction is required and no local contractors or local construction workers have the required skills, certifications or training to perform the work;
3. Cost Differentials:
  - a. For projects whose project cost exceeds \$15M, significant cost differentials in bid prices whereby the use of local labor and materials significantly increases the sub contract or contract of a particular trade or work scope by at least 20%. Every reasonable effort should be made by the applicant and or the applicant’s contractor to get below the 20% cost differential including, but not limited to, communicating and meeting with local construction

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

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

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

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

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

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

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

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

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

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

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

The applicant has read the OCIDA Labor Policy and agrees to adhere to it without changes and shall require its construction manager, general contractor and sub-contractors who are not exempt to acknowledge the same. The Applicant understands and agrees that it is responsible for all third-party auditing and monitoring costs.

<u>/s/ John Henderson</u>	<u>/s/ Jeff Greene</u>
Applicant Signature	Signature of CM, GC or SC
<u>Citiva Medical, LLC/iAnthus Empire Holdings, LLC</u>	<u>Citiva Medical, LLC</u>
Company Name	Company Name
<u>John Henderson</u>	<u>Jeff Greene</u>
Print Name of above signer	Print Name of above signer
<u>john.henderson@ianthus.com/ (617) 543-5603</u>	<u>jeff.greene@ianthus.com/ (646) 533-5453</u>
Email/phone of Applicant	Email/phone of CM/GC/SC
<u>02/04/2022</u>	<u>02/04/2022</u>
Date	Date

## SUPPLEMENT TO OCIDA APPLICATION

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

Will the Project primarily consist of retail facilities as defined in Section 862(2)(a) of the GML?

☐ Yes ☒ No

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

☐ Yes ☒ No

2. Is the project located in a distressed Census Tract?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☐ No

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

☐ Yes ☐ No

**II. 1. State the sources reasonably anticipated for the acquisition, construction, and/or renovation of the Project:**

Amount of capital the Applicant has invested to date:	\$11,597,025
Amount of capital Applicant intends to invest in the Project through completion:	\$6,489,986
Total amount of <b>public</b> sector source funds allocated/awarded to the Project:	N/A
Amount of the Project to be financed from <b>private</b> sector sources:	\$31,500,000**
<b>Total Project Sources*</b> *This \$ should match the total Project Costs above.	\$49,587,011

\*\*Citiva is currently exploring a sale-leaseback transaction with a Real Estate Investment Trust. Although the transaction has not been finalized, we expect that it will finance a majority of the project costs.

**2. Public Sector Sources: N/A**

Identify each public sector source of funding:	Amount of Public Sector Funding*

\*The total amount of public sector funding should equal the public sector amount listed in (II)(1) above.

**III. Financial Assistance sought (estimated values):**

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

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

If yes, list amount requested and name of lender:

N/A

**2. Is the Applicant expecting to be appointed agent of the Agency for purposes of abating payments of NYS Sales and Use Tax?** ☒ Yes ☐ No

If yes, what is the TOTAL amount of purchases subject to exemption based on taxable Project costs?

\$26,500,000

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

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

Manufacturing – 15 Year

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

*If yes, please contact the Executive Director prior to submission of this Application.*

C. Amount of Exemption/Abatement Requested:

<input checked="" type="checkbox"/>	Real Property Tax Abatement (PILOT)	TBD
<input type="checkbox"/>	Mortgage Recording Tax Exemption**	N/A
<input checked="" type="checkbox"/>	Sales and Use Tax Exemption (\$4% Local, 4.125% State of total amount listed above in III(2))	\$2,153,125
<input type="checkbox"/>	Tax Exempt Bond Financing (Amount Requested)	N/A
<input type="checkbox"/>	Taxable Bond Financing (Amount Requested)	N/A

\*\*To calculate the value of this exemption take 1.05% of the mortgage amount from III(1) above to get the "mortgage recording tax" and then multiply the mortgage recording tax figure by 70%. You will receive an exemption equal to 70% of the mortgage recording tax.



**REPRESENTATIONS & AFFIRMATIONS BY THE APPLICANT**

I hereby represent and warrant that I am [the CEO of the company/applicant] or [a person authorized to bind the company/applicant] and make the following representations and/or warranties and understand and agrees with the Orange County Industrial Development Agency (the "Agency" or "OCIDA") as follows:

**A. Jobs Listings:** Except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity of the service delivery area created by the Workforce Investment Act ("WIA") in which the Project is located.

initial 

**B. First Consideration for Employment:** In accordance with §858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in WIA programs who shall be referred by the WIA for new employment opportunities created as a result of the Project.

initial 

**C. Other NYS Facilities:** In accordance with §862 (1) of the New York General Municipal Law, the Applicant understands and agrees that projects which will result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the Project occupant within the state is ineligible for Agency Financial Assistance, unless otherwise approved by the Agency as reasonably necessary to preserve the competitive position of the Project in its respective industry.

initial 

**D. Annual Sales Tax Filings:** In accordance with §874(8) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, 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.

initial 

**E. Annual Employment Reports and Outstanding Bonds:** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency on an annual basis, reports regarding the number of FTE at this Project site. The Applicant also understands and agrees to provide on an annual basis any information regarding bonds, if any, issued by the Agency for the Project that is requested by the Comptroller of the State of New York.

initial 

**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, officer or employee of the Agency has an interest, whether direct or indirect in any transaction contemplated by this Application, except as hereinafter described in Appendix B.

initial 

**G. Compliance:** The Applicant understands and agrees that it is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.

initial 

**H. False or Misleading Information:** The Applicant understands and agrees that the submission of knowingly false or knowingly **misleading** information in this Application may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of Agency involvement in the Project.

initial 

**I. GML Compliance:** The Applicant certifies that, as of the date of the Application, the proposed project is in substantial compliance with all provisions of NYS General Municipal Law Article 18-A, including but not limited to Sections 859-a and 862(1).

initial 

**J. OCIDA's Policies:** The Applicant is familiar with all of OCIDA's policies posted on its website [https://www.ocnyida.com] and agrees to comply with all applicable policies.

initial

*JH*

**K. Disclosure:** Article 6 of the Public Officers Law declares that all records in the possession of the OCIDA (with certain limited exceptions) are open to public inspection and copying. If the Applicant feels that there are elements of the Project which are in the nature of trade secrets which, if disclosed to the public or otherwise widely disseminated, would cause substantial injury to the Applicant's competitive position, the Applicant must identify such elements in writing and request that such elements be kept confidential. In accordance with Article 6 of the Public Officers Law, if requested, OCIDA may also redact personal, private, and/or proprietary information from publicly disseminated documents. The Applicant understands that the Applicant must identify in writing to OCIDA any information it deems proprietary or personal and seeks to have redacted and the rationale therefore.

initial

*JH*

**L. Reliance:** THE APPLICANT ACKNOWLEDGES THAT ALL ESTIMATES OF PROJECTED FINANCIAL IMPACTS, VALUE OF FINANCIAL ASSISTANCE REQUESTED, AND OTHER INFORMATION CONTAINED IN THIS APPLICATION WILL BE RELIED UPON BY OCIDA AND ANY CHANGES IN SUCH INFORMATION MUST BE MADE IN WRITING AND MAY IMPACT THE GRANT OF FINANCIAL ASSISTANCE TO THE PROJECT.

initial

*JH*

**I am the CEO or a person authorized to bind the company/applicant, and have read the foregoing and agree to comply with all the terms and conditions contained therein as well as the policies of the Orange County Industrial Development Agency.**

Name of Applicant Company

Citiva Medical, LLC and iAnthus Empire Holdings, LLC

Signature of Officer or Authorized Representative

*/s/ John Henderson*

Name & Title of Officer or Authorized Representative

John Henderson, Sr. VP

Date

02/04/2022

## VI. HOLD HARMLESS AGREEMENT

Applicant hereby releases the Orange County Industrial Development Agency and the members, officers, servants, agents and employees thereof (collectively 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 cause of action and attorney's fees and any other expenses incurred in defending any suits or action 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, or the inability of the Applicant, for any reason, to proceed with 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 the processing of or in connection with the Application, including attorney's fees, if any.

Name of Applicant Company

Citiva Medical, LLC and iAnthus Empire Holdings, LLC

Signature of CEO or a person authorized to bind the company/applicant

*/s/ John Henderson*

Name & Title of Officer or Authorized Representative

John Henderson, Sr. VP

Date

02/04/2022

**Signature:**   
John Henderson (Feb 4, 2022 18:07 EST)

**Email:** [john.henderson@ianthus.com](mailto:john.henderson@ianthus.com)

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPLICATION  
**APPENDIX A**  
**CONFLICT OF INTEREST STATEMENT**

Agency Board Members

1. **Mike Torelli**
2. **Vincent Odock**
3. **Paul Ruskiewicz**
4. **Dean Tamburri**

Agency Officers/Staff


1. **Bill Fioravanti**
2. **Kelly Reilly**

Agency Legal Counsel

1. Bousquet Holstein, PLLC
2. Harris Beach, PLLC

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

Signature:

  
John Henderson (Jan 27, 2022 17:51 EST)

Authorized Representative:

John Henderson

Title:

Sr. VP

Date:

01/26/2022

ORANGE COUNTY INDUSTRIAL DEVELOPMENT

AGENCY APPLICATION

VERIFICATION

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

John Henderson, deposes and says that s/he is the  
(Name of Individual)  
Sr. VP of Citiva Medical, LLC  
(Title) (Applicant Name)

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

  
(Signature of Applicant Representative)

**Applicant Representative's Signature**

Sr. VP  
Title

**Subscribed and sworn to before me this**  
27th day of January, 2022.

  
**Notary Public**

