Industrial Development Agency
ORANGE COUNTY NEW YORK

Empowering Businesses. Inspiring Growth.

APPLICATION FOR FINANCIAL ASSISTANCE

Medline Industries, Inc.
(Applicant Name)

6-6-2018
(Date of Application)

Robert T. Armistead
Chairman
Orange County Business Accelerator
4 Crotty Lane, Suite 100
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Updated February 1, 2017

ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

APPLICANT

Company Name: Medline Industries Inc.

Mailing Address: Three Lakes Drive
Northfield, IL 60093

Phone No.: 847-643-4603

Fax No.: 847-643-3744

Fed Id. No.: 36-2596612

Contact Person: Eric Gerstein

Contact Email: egerstein@medline.com

APPLICANT'S COUNSEL

Name: Alex Liberman

Address: Three Lakes Drive
Northfield, IL 60093

Phone No.: 847-949-3015

Fax No.: 847-949-2633

Counsel Email: aliberman@medline.com

APPLICANT'S GENERAL CONTRACTOR/CONSTRUCTION MANAGER

Name/Contact: TBD – in Competitive Bidding Process

Address: _____

Phone No.: _____

Fax No.: _____

Email: _____

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

Charles Mills
Wendy Abrams
Andrew Mills

Corporate Structure (*attach schematic if applicant is a subsidiary or otherwise affiliated with another entity*)
See attached organizational chart for Medline Industries, Inc. and its subsidiaries

Form of Entity

☐ Corporation

Date of Incorporation: December 19, 1977
State of Incorporation: Illinois

If a foreign organization, is the applicant authorized to do business in the State of New York?
Yes
If any of the above persons, or a group of them, owns more than a 50% interest in the company, list all other organizations which are related to the company by virtue of such persons having more than a 50% interest in such organizations.

See attached organizational chart for Medline Industries, Inc. and its subsidiaries

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 attached organizational chart for Medline Industries, Inc. and its subsidiaries

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

No

II. PROJECT INFORMATION

A) Project Address: No current exact address. Site is in Wallkill, NY on the west side of 17, just south of Bahrenberg road and consists of 4 parcels

Tax Map Number:
1. 40-1-16;
2. 41-1-45;
3. 40-1-35

4. 50-1-62

(Section/Block/Lot)

Located in Town of Wallkill
School District of Middletown City (BEDS Code: 441000010000)

B) Are utilities on site?

Water Yes Electric Yes
Gas Yes Sanitary/Storm Sewer Yes

C) Present legal owner of the site
1. Parcel 1 - Rombam Associates
2. Parcel 2 - Brazelton Brazillian Associates
3. Parcel 3- Meshuga Enterprises, Inc. & Michael Jeremias
4. Parcel 4 - Danann Equity Associates

If other than from applicant, by what means will the site be acquired for this project? Purchase from all sellers listed above.

D) Zoning of Project Site: Current: Development Proposed: Industrial

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.

Not available yet. Will be available in the next 30 days.

G) Statement describing project (i.e. land acquisition, construction of manufacturing facility, etc.):
Purchase of land in Wallkill, NY and construction of a 1.3 million square foot distribution center.

H) Anticipated Date of Operation: Land closing by 8/31/18. Complete construction May 2020

I) Principal use of project upon completion:

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

If other, explain:

J) Estimated Project Costs, including:

Value of property to be acquired: $14,000,000 (land)

Value of improvements: $84,000,000 (building)

Value of equipment to be purchased: $15,000,000

Estimated cost of engineering/architectural services: $1,000,000

Other: $_____

Total Capital Costs: $115,000,000**

****The Project is being self-funded by Medline, aside from potential incentives from Orange County and the State of New York.**

Project refinancing; estimated amount
(for refinancing of existing debt only) $__0_____

Sources of Funds for Project Costs: -

Bank Financing: $___0_____

Equity (excluding equity that is attributed to grants/tax credits) $ ___0_____

Tax Exempt Bond Issuance (if applicable) $ ____0_____

Taxable Bond Issuance (if applicable) $ _____0_____

Public Sources (Include sum total of all state and federal
grants and tax credits) $ _____TBD_____

Identify each state and federal grant/credit:

_____TBD_____ $ _____

_____ $ _____

_____ $ _____

_____ $ _____

Total Sources of Funds for Project Costs: $ _____

K) 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:

Medline has outgrown its existing facility in Middletown, NY and will be building a new larger distribution center in the NY/NJ/PA area. Medline is currently evaluating options in NY, NJ, and PA to become the new home of a 1.3 million square foot distribution center.

Project Data

1. Project site (land)

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

   105 acres

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

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

   Raw landed, wooded – green field

   (d) Indicate relationship to present user of project.

   Unrelated seller

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, a 1.3 million sqft distribution center

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: Dirt work Q4 2018, Physical construction Q2 2010

6. Estimated End Date of Construction: May 2020

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. . .

Distribution Center to distribute medical products to local customers within approx. 3 hours' drive.

. . .*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.)

3% of 1.3M sqft to be used for office space for billing, HR, customer service, management, sales, customer meetings, etc.

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.

Currently, there is no plan to lease any of the space

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

Racking, forklifts, pickers, computers, desks, tables, chairs, robotic picking system,

10. Has construction work on this project begun?

Complete the following

(a) site clearance	X No
(b) foundation	X No
(c) footings	X No
(d) steel	X No
(e) masonry work	X No
(f) other (describe below)	X No

III. FINANCIAL ASSISTANCE REQUESTED

A) Benefits Requested:

☒ Sales Tax Exemption ☐ IRB ☐MRT Exemption ☒Real Property 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.

Estimated duration of Property Tax exemption: _____

Sales and Use Tax:

Estimated value of Sales Tax exemption for facility construction: $6,825,000 ($84M x 8.125%)

Estimated Sales Tax exemption for fixtures and equipment: $1,218.750 ($15M x 8.125%)

Estimated duration of Sales Tax exemption: 2 years

Mortgage Recording Tax Exemption Benefit:

Estimated value of Mortgage Recording Tax exemption: $_____

IRB Benefit:

☐ IRB inducement amount, 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, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?

☒ Yes or ☐ No

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

If Financial Assistance were not provided by the state this project would be executed in either NJ or PA resulting in the loss of approx. 340 jobs in NY, the loss of a new $116M investment, and the loss of approximately 150 to 200 new jobs to be created in the state of NY within 5 years of opening.

IV. EMPLOYMENT PLAN

	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)	340	340	100	440
Part Time (PTE)				
Total	340	340	100	440

** 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	31	$69,000	$22,000*
Professional			
Administrative			

Production	369	$33,000	$11,000*
Independent Contractor			
Drivers	100	$49,000	$16,000*

*See attached table for more information on benefits provided.

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JPTA") in which the project is located.

B. First Consideration for Employment In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in JTPA programs who shall be referred by the JPTA Entities for new employment opportunities created as a result of the proposed project.

C. A liability and contract liability policy for a minimum of three million dollars will be furnished by the Applicant insuring the Agency.

D. Annual Sales Tax Fillings In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the Applicant.

E. Annual Employment Reports: The applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site. The applicant will receive a request for information in the fourth quarter of each year that Financial Asssitance 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 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. Absence of Conflicts of Interest The applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

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

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

MICHAEL DRAZIN, being first duly sworn, deposes and says:

1. That I am the CHIEF FINANCIAL OFFICER (Corporate Office) of MEDLINE INDUSTRIES INC (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.

x _____
(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 6 day of JUNE, 2018.

_____
(Notary Public)

"OFFICIAL SEAL"
ASHLEY ZAMIN
Notary Public, State of Illinois
My Commission Expires 10/23/2021

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.
(N/A Private Company)

3. Quarterly reports (Form 10Q's) and current reports (Form 8-K's) since the most recent Annual Report, if any.
(N/A Private Company)

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.
(N/A – no guarantee)

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.

x _____
(Applicant Signature)

By: MEDLINE INDUSTRIES INC

Name: MICHAEL DRAZIN

Title: CFO

_____
(Notary Public)

Sworn to before me this 6 day

of JUNE, 2018

"OFFICIAL SEAL"
ASHLEY ZAMIN
Notary Public, State of Illinois
My Commission Expires 10/23/2021

Real Property Tax Benefits (Detailed):

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

PILOT Estimate Table Worksheet

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

*Apply equalization rate to value

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

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

Cost Benefit Analysis:

To be completed/calculated by AGENCY

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

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

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

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**
Projects greater than $15M but less than $25M:	**$20,000.00**
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 5 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).

LABOR POLICY
ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Adopted 01-12-17

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

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

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

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

1. Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation by only approved installers;

2. Specialized construction is required and no local contractors or local construction workers have the required skills, certifications or training to perform the work;

3. Cost Differentials:
   a. For projects whose project cost exceeds $15M, significant cost differentials in bid prices whereby the use of local labor and materials significantly increases the sub contract or contract of a particular trade or work scope by at least 20%. Every reasonable effort should be made by the applicant and or the applicant's contractor to get below the 20% cost differential including, but not limited to, communicating and meeting with local construction trade organizations, such as the Hudson Valley Building and Construction Trades Council and other local Contractor Associations;
   b. For projects whose project cost is less than $15M, significant cost differentials in bid prices whereby the use of local labor and materials significantly increases the sub contract or contract of a particular trade or

work scope by 10% or more. Every reasonable effort should be made by the applicant and or the applicant's contractor to get below the 10% cost differential including, but not limited to, communicating and meeting with local construction trade organizations, such as the Hudson Valley Building and Construction Trades Council and other local Contractor Associations;

4. No labor is available for the project; and

5. The contractor requires key or core persons such as supervisors, foreman or "construction workers" having special skills that are not available in the "local labor" market.

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

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

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

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

All Orange County IDA projects are subject to local monitoring by the IDA and any 3rd party monitor. The applicant and/or the Construction Manager or General Contractor acting as agent for the applicant on the project, shall keep a log book on site detailing the number of workers,

hours worked and counties and states in which they reside. Proof of residency or copy of drivers' license shall be included in the log book, along with evidence of necessary OSHA certifications. Reports will be on forms provided by the IDA or weekly payroll reports which contain the same information as required on the IDA issued form. The applicant and contractors are subject to periodic inspection or monitoring by the IDA or 3rd party monitor.

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

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

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

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

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

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

x _____	_____
Applicant Signature	Signature of CM, GC or SC
Medline Industries Inc	_____
Company Name	Company Name
Michael Drazin	_____
Print Name of above signer	Print Name of above signer
847-643-3985	_____
Email/phone of Applicant	Email/phone of CM/GC/SC
6/6/18	_____
Date	Date