

FINAL RESOLUTION
(West Warwick Energy Storage 2 LLC Project)

A regular meeting of the Orange County Industrial Development Agency held on June 15, 2022 at 5:30 p.m. (local time) at the Orange County Government Center Community Room, 255 Main Street, Goshen, New York.

The meeting was called to order by Chairman Michael Torelli and upon the roll being duly called, the following members were:

MEMBERS PRESENT: Michael Torelli, Dean Tamburri, Vincent Odock, James Rinaldi, Susan Walski

THE FOLLOWING PERSONS WERE ALSO PRESENT: Bill Fioravanti, Kelly Reilly, Dennis Brady, Susan Katzoff, Esq., Russell Gaenzle, Esq., Connor Eckart, Doug Sansted, Becky Koze, Dan Spitzer, Jim Tarry, Steve Esposito, Jonathan Gross, Jacqueline Bart, Sheldon Ginsberg, Brian Poitras
The following Resolution was offered by Tamburri and seconded by Rinaldi:

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO: (I) UNDERTAKE, ACQUIRE, CONSTRUCT, EQUIP AND COMPLETE A PROJECT; (II) APPOINT THE COMPANY AS ITS AGENT TO UNDERTAKE THE PROJECT (AS MORE FULLY DESCRIBED BELOW); (III) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF EXEMPTIONS FROM STATE AND LOCAL SALES AND USE TAX AND REAL PROPERTY TAX; AND (IV) EXECUTE AND DELIVER CERTAIN DOCUMENTS IN CONJUNCTION WITH THE PROJECT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "**Act**"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "**Agency**") was created with the authority and power and for the purpose of, among other things, acquiring, constructing, reconstructing and equipping manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, West Warwick Energy Storage 2 LLC, a Delaware limited liability company, or an entity to be formed (collectively, the "**Company**"), has submitted an application (the "**Application**") to the Agency requesting the Agency's assistance with a certain project (the "**Project**"), consisting of: (A)(i) the acquisition of a (sub)leasehold interest in approximately 12,017.4 sq.ft. of vacant land located at 63 County Highway 1, Warwick, New York (the "**Land**") which is a portion of a larger 31.5 acre vacant parcel (bearing tax map no. 42-1-35.1); (ii) the construction of an approximate 10,000 sq.ft. 4MW/16.4MWh battery storage system, including an auxiliary switchboard and a metal enclosed switchgear located on the Land to service the local distribution grid, and provide improvements to the distribution systems' reliability and resiliency, as well as providing emission free energy to the residents of Orange County (collectively, the "**Facility**"); and (iii) the acquisition and installation in and on the Facility of

furniture, fixtures and equipment, (the “**Equipment**” and together with the Land and the Facility, the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the (sub)sublease of the Project Facility back to the Company pursuant to a subleaseback agreement. The stored energy from the Project Facility will be utilized by Orange and Rockland Utilities, Inc.; and

WHEREAS, the Project, the first of its kind in Orange County, will provide improvements to the local distribution systems' reliability and resiliency which serves the residents of Orange County, as well as providing emission free energy to the residents; and

WHEREAS, the Land upon which the Project will be located is currently owned by the school district and is therefore off the tax rolls. The undertaking of the Project will return the Land to the tax rolls and result in increased revenue to the taxing jurisdictions; and

WHEREAS, the Project helps to further the State's initiatives relative to clean and renewable energy the goal being that 70 percent of its electricity will come from renewable energy sources by 2030; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on March 7, 2022, at 1:00 p.m. (local time), the Agency held a public hearing, which was continued on June 7, 2022, at 12:00 p.m. (local time), electronically via Zoom with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the “**Public Hearing**”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. Notice of the public hearing was published on February 23, 2022, in the Times Herald-Record, a newspaper of general circulation in the Town of Warwick and Orange County, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated February 21, 2022. A copy of the minutes of the Public Hearing along with the Notice of Public Hearing are attached hereto as **Exhibit A**; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA), and the agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, by resolution adopted June 15, 2022 (the “**SEQRA Resolution**”) the Agency, acting as “lead agency” (as such quoted term is defined under SEQRA), classified the Project as an “Unlisted” action (as such quoted term is defined under SEQRA), conducted an

uncoordinated review of the Project and issued a "negative declaration" (as such quoted term is defined under SEQRA) with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in Orange County (the "**County**"); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of New York State (the "**State**") to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing the economic welfare of the people of the State and the County and improve their standard of living; and

WHEREAS, subject to compliance with the terms hereof and the execution and delivery of the Lease Documents (as defined hereinbelow) by the Company, the Agency will: (i) designate the Company as its agent for the purpose of acquiring, constructing, equipping and completing the Project pursuant to a project agreement (the "**Project Agreement**"); (ii) acquire a subleasehold interest in the Project through the negotiation, execution and delivery of a sublease agreement (the "**Sublease Agreement**"), a sublease the Project back to the Company pursuant to a (sub)sublease agreement (the "**Subleaseback Agreement**"), acquire an interest in the equipment pursuant to a bill of sale from the Company (the "**Bill of Sale**"), obtain an environmental compliance and indemnification agreement from the Company (the "**Environmental Compliance and Indemnification Agreement**"), enter into a payment in lieu of tax agreement (the "**Tax Agreement**") containing the PILOT Schedule (as defined below) and enter and/o negotiate all other documents and certificates required by the Agency to confer the approved Financial Assistance (the "**Miscellaneous Documents**" and together with the Project Agreement, the Sublease Agreement, the Subleaseback Agreement, the Bill of Sale, the Environmental Compliance and Indemnification Agreement and the Tax Agreement, collectively, the "**Lease Documents**"); (iii) provide the Financial Assistance to the Company in the form of (a) State and local sales and use tax exemption for purchases and rentals of equipment related to the acquisition, construction, equipping and completion of the Project; and (b) a partial real property tax abatement through the Tax Agreement; and

WHEREAS, as part of the Financial Assistance, the Company is requesting the Agency consider a 15-year payment in lieu of tax schedule, as more fully described on **Exhibit "B"** attached hereto (the "**PILOT Schedule**"), which schedule deviates from the Agency's Uniform Tax Exemption Policy ("**UTEP**") with respect to the calculation of the exemption (the "**Deviation**"). The UTEP does not currently provide for a battery storage facility like the Project Facility. Under the current UTEP, the Project would be eligible for a fifteen (15) year PILOT term but with a different payment methodology that was not applicable to a battery storage facility. The Deviation comports with other payment in lieu of tax agreements awarded by other industrial development agencies in the State with respect to battery storage facilities similar to the Project and provides for a more favorable rate/MW than most of those undertaken; and

WHEREAS, by letter dated June 8, 2022, the Agency gave to the chief executive officers of the affected taxing jurisdictions notice pursuant to Section 874 of the Act of this meeting (the "*Notice*"), at which the Agency would consider the Company's request for a PILOT schedule which deviates from the UTEP; and

WHEREAS, the Lease Documents and related documents will be negotiated and presented to the Agency for execution and delivery subject to the approval of these resolutions.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

SECTION 1. The Company presented the Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Application, at the public hearing and in other correspondence and/or documents, if any, submitted by the Company to the Agency, and based upon the Agency's policies, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers and authority necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act and to take the actions contemplated herein. The foregoing recitals are incorporated herein by reference as if fully set forth; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing, equipping and completing the Project and to grant the Financial Assistance and the Agency hereby authorizes same in accordance with the terms hereof; and

(C) The action to be taken by the Agency will induce the Company to develop and operate the Project in the County and will help advance the policy of this State to protect and promote the health of the inhabitants of this state and to increase trade through promoting the development of renewable energy projects to support the State's clean and renewable energy goals; and further the purposes the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, renewable energy and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities, automobile racing facilities, renewable energy projects and continuing care retirement communities and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a

location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(F) The Project Facility constitutes a "project" within the meaning of the Act.

SECTION 2. Based upon representations and warranties made by the Company to the Agency, including but not limited to, in the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$5,527,408**, which result in New York State and local sales and use tax exemption benefits ("*Sales and Use Tax Exemption Benefits*") not to exceed **\$449,101.90**.

SECTION 3. Based upon the representations made by the Company to the Agency, and the reasons presented by the Company in support of its request for the PILOT Schedule, the Agency hereby approves and the (Vice) Chairman and Chief Operating Officer, acting individually, are each authorized to execute and deliver the Tax Agreement providing for the PILOT Schedule, which constitutes a deviation from the UTEP, as attached hereto as **Exhibit "B"**, all in such form and substance as shall be substantially the same as approved by the Agency for other similar transactions, and consistent with this Resolution.

SECTION 4. The Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer of the Agency, acting individually, are each hereby authorized and directed, on behalf of the Agency, to negotiate and execute the Lease Documents, in form and substance similar to other such agreements and documents used by the Agency for similar transactions, with changes in terms and form as shall be consistent with this Resolution and as the Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer shall approve; provided, however, the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (D) and execute and deliver any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein, as approved by the Chairman, Vice Chairman, Chief Executive Officer and/or the Chief Operating Officer, and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution.

SECTION 5. Subject to the Company's execution, delivery and compliance of and with the Lease Documents (unless otherwise authorized by the Agency), the Agency hereby authorizes the Company to proceed with the acquisition, reconstruction, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to a project operator, agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses (collectively, "*Additional Agents*") in accordance with the

Lease Documents; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the Company execute and deliver all Lease Documents and remit all amounts due thereunder to the Agency or its designees by June 15, 2023 (unless extended for good cause by the Agency).

SECTION 6. Pursuant to Section 875(3) of the New York General Municipal Law and the Agency's policies, which are all incorporated herein by reference, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any State and local Sales and Use Tax Exemption Benefits or other Financial Assistance in violation of the Act or the Agency's policies or in the event of a default under the Lease Documents. As a condition precedent of receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands; and with respect to all other Financial Assistance the Company shall agree to cooperate with the Agency in its efforts to recover or recapture any Financial Assistance in the event of a Default; and promptly pay over any such amounts to the Agency that the Agency demands.

SECTION 7. The Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project and the Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "**Commissioner**") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. for purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

SECTION 8. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the Company's execution and delivery of the Lease Documents, all other documents set forth herein and the payment by the Company of all administrative, legal and other fees of the Agency.

SECTION 9. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her

individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 10. Should the Agency’s participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency’s counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

SECTION 11. Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

SECTION 12. The Secretary, the Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized and may distribute, or cause to be distributed, copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 13. The approvals provided for herein are contingent upon the Company's payment of all the Agency's fees and costs, including but not limited to attorney's fees.

SECTION 14. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Michael Torelli	✓			
Dean Tamburri	✓			
Vincent Odock	✓			
James Rinaldi	✓			
Susan Walski		✓		

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY:**

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on June 15, 2022, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 15th day of June, 2022.



William Fioravanti, Chief Executive Officer

(S E A L)

EXHIBIT A

Public Hearing Minutes & Notice of Public Hearing

[See Attached]

NOTICE OF PUBLIC HEARING

As a result of the public health emergency created by COVID-19, the Federal, State and local bans on meetings or gatherings, and pursuant to Executive Order 202.1 and Executive Order 11, suspending the Open Meetings Law, each as extended from time to time, and corresponding legislation, **NOTICE IS HEREBY GIVEN** that a public hearing, in accordance with the foregoing and pursuant to Section 859-a of the New York General Municipal Law, will be held **electronically** via Zoom by the Orange County Industrial Development Agency (the "Agency") on the 7th day of March, 2022, at 1:15 p.m., local time, in conjunction with the matter set forth below. **NO PUBLIC APPEARANCES WILL BE PERMITTED.** Members of the public may listen to the Public Hearing and provide comment by either logging into the Zoom meeting at: <https://us06web.zoom.us/j/83961622038?pwd=RUZCbklvLlZkTjJlTFdjeVdnUzFQQT09>, or by accessing the link on the Agency's website, using meeting ID: 839 6162 2038 and passcode: 081883 or via telephone at 1 (646) 558 8656, meeting ID: 839 6162 2038.

Comments may also be submitted to the Agency in writing delivered to Orange County Industrial Development Agency, 4 Crotty Ln #100, New Windsor, NY 12553 Attn: Bill Fioravanti **OR** submitted electronically to business@ocnyida.com, in either case **TO BE RECEIVED BY NO LATER THAN MARCH 3, 2022 at 5:00 p.m.** **ANY WRITTEN COMMENTS SO RECEIVED WILL BE READ INTO THE RECORD OF THE PUBLIC HEARING.** Minutes of the Public Hearing will be transcribed and posted on the Agency's website.

The following project is the subject of this public hearing:

West Warwick Energy Storage 2 LLC, a Delaware limited liability company, or an entity to be formed (collectively, the "Company"), requested the Agency undertake a project (the "Project") consisting of: (A)(i) the acquisition of a (sub)leasehold interest in approximately 15.75 acres of a larger 31.5 acre vacant parcel (bearing tax map no. 42-1-35.1) located at 63 County Highway 1, Warwick, New York (the "Land") (ii) the construction of an approximate 10,000 sq.ft. 4MW/16.4MWh battery storage system, including an auxiliary switchboard and a metal enclosed switchgear located on the Land to service the local distribution grid, and provide improvements to the distribution systems' reliability and resiliency, as well as providing emission free energy to the residents of Orange County (collectively, the "Facility"); and (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment, (the "Equipment" and together with the Land and the Facility, the "Project Facility"); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and real property tax (collectively, the "Financial Assistance"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a sublease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the (sub)sublease of the Project Facility back to the Company pursuant to a

sublease agreement. The stored energy from the Project Facility will be utilized by Orange and Rockland utilities.

The Company will be the initial manager/owner of the Project.

The Agency will at the above-stated time hear all persons with views with respect to the proposed Financial Assistance to the Company, the proposed owner/operator, the location of the Project Facility and the nature of the Project.

A copy of the application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, are available for public inspection during the business hours at the office of the Agency located at 4 Crotty Ln #100, New Windsor, NY 12553 or on its website at <https://www.ocnyida.com>.

Dated: February 21, 2022

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

EXHIBIT "B"**PROPOSED PILOT SCHEDULE**

West Warwick Energy Storage 2, LLC						
Town of Warwick S.B.L No. 46-1-49.2						
PILOT Schedule						
Year	School	Town	County	Total		
1	\$ 4,610.02	\$ 629.84	\$ 760.14	\$ 6,000.00		
2	\$ 4,702.22	\$ 642.43	\$ 775.34	\$ 6,120.00		
3	\$ 4,796.27	\$ 655.28	\$ 790.85	\$ 6,242.40		
4	\$ 4,892.19	\$ 668.39	\$ 806.67	\$ 6,367.25		
5	\$ 4,990.04	\$ 681.76	\$ 822.80	\$ 6,494.59		
6	\$ 5,089.84	\$ 695.39	\$ 839.25	\$ 6,624.48		
7	\$ 5,191.64	\$ 709.30	\$ 856.04	\$ 6,756.97		
8	\$ 5,295.47	\$ 723.48	\$ 873.16	\$ 6,892.11		
9	\$ 5,401.38	\$ 737.95	\$ 890.62	\$ 7,029.96		
10	\$ 5,509.41	\$ 752.71	\$ 908.44	\$ 7,170.56		
11	\$ 5,619.59	\$ 767.77	\$ 926.60	\$ 7,313.97		
12	\$ 5,731.99	\$ 783.12	\$ 945.14	\$ 7,460.25		
13	\$ 5,846.63	\$ 798.79	\$ 964.04	\$ 7,609.45		
14	\$ 5,963.56	\$ 814.76	\$ 983.32	\$ 7,761.64		
15	\$ 6,082.83	\$ 831.06	\$ 1,002.99	\$ 7,916.87		
	\$ 79,723.07	\$ 10,892.04	\$ 13,145.39	\$ 103,760.50		

1 THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
2 STATE OF NEW YORK

-----x

3 In The Matter of

4 Re: WEST WARWICK ENERGY STORAGE 2 LLC

5 -----x

6 March 7, 2022

7 1:15 p.m.

8 Zoom Meeting

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10
11
12 B E F O R E: WILLIAM FIORAVANTI
13 CEO OCNYIDA
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22 FRANCES ROTH
23 Court Stenographer
24 168 North Drury Lane
25 Newburgh, New York 12550
Telephone (845) 566-1641

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A P P E A R A N C E S:

WILLIAM FIORAVANTI
CEO OCNIDA
4 Crotty Lane
New Windsor, New York 12553

ALSO PRESENT: Kelly Reilly
Project Manager

Dennis Brady
Audio/Visual Consultant

Daniel Spitzer, Esq.

Kristin Kurylak
Convergent Energy Systems

Michael Torelli, Chairman
IDA Board

Noel Spencer, IDA Board Member
Robert Kennedy, IDA Board Member

WEST WARWICK ENERGY STORAGE 2 LLC

1 MR. FIORAVANTI: Good afternoon everyone,
2 welcome to the public hearing for West Warwick
3 Energy Storage 2 LLC, my name is Bill Fioravanti
4 of the Orange County Industrial Development
5 Agency. We're opening this public hearing at
6 1:16, well, 1:15 p.m. we opened it. I would like
7 to first make in the interest of time and the
8 fact that we're running successive public
9 hearings I won't ask for another Pledge of
10 Allegiance, but we have honored our country. So
11 I'll jump to talking about our attendees, on
12 behalf of the Orange County staff members, again
13 Bill Fioravanti, Kelly Reilly, our Project
14 Manager, three members of our Board of Directors,
15 Chairman Mike Torelli, as well as Noel Spencer,
16 Mr. Robert Kennedy, thank you for joining us.
17 Representing the applicant is attorney Dan
18 Spitzer and from Convergent Energy Systems
19 Kristin Kurylak is here as well, thank you for
20 joining us. I'm going to now read the public
21 hearing notice that was made public in order to
22 notify everyone about this hearing inviting
23 public comment here. I'll read as follows. West
24 Warwick Energy Storage 2 LLC, a Delaware limited
25 liability company or an entity to be formed,

WEST WARWICK ENERGY STORAGE 2 LLC

1 known as the Company, requested the Agency
2 undertake a project known as the Project,
3 consisting of the following. The acquisition of
4 a (sub)leasehold interest in approximately 15.75
5 acres of a larger 31.5 acre vacant parcel located
6 at 63 County Highway 1, Warwick, New York, the
7 Land, the construction of an approximate 10,000
8 square foot four megawatt, 16.4 megawatt per hour
9 battery storage system, including an auxiliary
10 switchboard and a metal enclosed switchgear
11 located on the Land to service the local
12 distribution grid and provide improvements to the
13 distribution systems' reliability and resiliency,
14 as well as providing emission free energy to the
15 residents of Orange County, collectively the
16 Facility. The acquisition and installation in
17 and on the Facility, the Project Facility, of
18 furniture, fixtures and equipment, known as the
19 Equipment, and together with the Land and the
20 Facility, the Project Facility, the granting of
21 certain financial assistance in the form of
22 exemptions from state and local sales and use tax
23 and real property tax, collectively the Financial
24 Assistance, the appointment of the Company or its
25 designee as an agent of the Agency in connection

WEST WARWICK ENERGY STORAGE 2 LLC

1 with the acquisition, construction, equipping and
2 completion of the Project Facility, and the
3 acquisition of an interest in the Land and
4 Facility by the Agency pursuant to a sublease
5 agreement and the acquisition of an interest in
6 the Equipment pursuant to a bill of sale from the
7 Company to the Agency, and the (sub)sublease of
8 the Project Facility back to the Company pursuant
9 to a sublease agreement. The storage energy from
10 the Project Facility will be utilized by Orange
11 and Rockland utilities. The Company will be the
12 initial manager/owner of the Project. The Agency
13 will at the above-stated time hear all persons
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15 Assistance to the Company, the proposed
16 owner/operator, the location of the Project
17 Facility and the nature of the Project. A copy
18 of the application filed by the Company with the
19 Agency with respect to the Project, including an
20 analysis of the costs and benefits of the Project
21 are available for public inspection during the
22 business hours at the office of the Agency
23 located at 4 Crotty Lane, Suite 100, New Windsor,
24 New York 12553 or on its website at
25 <https://www.ocnyida.com>. I'd like to clarify that

WEST WARWICK ENERGY STORAGE 2 LLC

1 a complete cost analysis is not yet appearing on
2 our website. This is a new kind of project for
3 us, including we work with the Orange County Real
4 Property Department to calculate the PILOT
5 schedule for incentives like this for projects
6 like this and this is a new area and we need to
7 do some further research in order to ensure that
8 those, all the figures are correct and would, in
9 working with the local assessor, the local
10 municipality as well. So we're keeping this
11 public hearing open, when we complete, we'll
12 adjourn and reopen it, plan for Friday morning,
13 we'll post all of this information, all the
14 updated information about the resumed hearing of
15 course with, along with the comprehensive cost
16 benefit analysis, we'll keep everything posted on
17 our website. For further information, we only
18 received one letter of comment in advance and
19 it's from the Town Supervisor who we have been
20 keeping abreast about not only the details of
21 this project but also about the cost benefit
22 analysis and the PILOT schedule that I was just
23 referring to. So Mr. Sweeton, I'm going to read
24 his letter right now and it does address that.
25 Addressed to myself, I am writing in regards to

WEST WARWICK ENERGY STORAGE 2 LLC

1 the application for West Warwick Energy Storage
2 1, 2, 3 LLC requesting sales tax exemptions and a
3 PILOT agreement. A hearing is scheduled for
4 March 7th yet their application online with your
5 office shows no data regarding the amount of
6 taxes lost to the Town if this PILOT was granted.
7 While we all support projects that increase the
8 reliability of our energy system, without
9 complete information it is hard to weigh the
10 benefits versus those costs. It is, therefore,
11 hard for the Town to support this without having
12 done that analysis. Sincerely, Michael P.
13 Sweeton, Town Supervisor. I'm just going to
14 check to see if we have anyone else is looking to
15 join the meeting. We do not. Those are our only
16 public comments. Again, I'm going to adjourn at
17 1:21 p.m., adjourn this public hearing for West
18 Warwick Energy Storage 2 and we will have our
19 last public hearing for today at 1:30 p.m. for
20 West Warwick Energy Storage 3. Thank you.

21
22 (Proceedings concluded at 1:21 p.m.)
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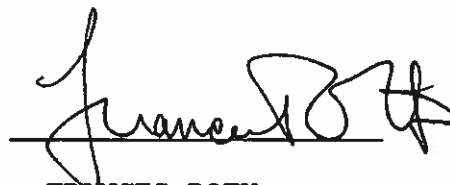
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C-E-R-T-I-F-I-C-A-T-I-O-N

I, FRANCES ROTH, a Stenographic Reporter and Notary Public
of the State of New York, do hereby certify:

That the foregoing is an accurate record of the testimony,
as given, to the best of my knowledge and belief, the same
having been stenographically recorded by me and transcribed
under my supervision.

That I am not related to any of the parties involved in
this matter, and that I have no personal interest
whatsoever in the outcome thereof.



FRANCES ROTH

ORIGINAL

1 THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
2 STATE OF NEW YORK

-----x

3 In The Matter of

4 Re: WEST WARWICK ENERGY STORAGE 2 LLC

5 -----x

6 June 7, 2022
7 12:42 p.m.
8 Zoom Meeting

9
10 CONTINUATION OF MARCH 7, 2022 HEARING

11
12 B E F O R E: WILLIAM FIORAVANTI
13 CEO OCNIDA

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22 FRANCES ROTH
23 Court Stenographer
24 168 North Drury Lane
25 Newburgh, New York 12550
Telephone (845) 566-1641

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A P P E A R A N C E S:

WILLIAM FIORAVANTI
CEO OCNYIDA
4 Crotty Lane
New Windsor, New York 12553

ALSO PRESENT: Kelly Reilly
Project Manager

Dennis Brady
Audio/Visual Consultant

Daniel Spitzer, Esq.
Attorney for Project

Van Neils
Convergent Energy Systems

Vince Galligan
O & R Utilities

Michael Torelli, Chairman
IDA Board

WEST WARWICK ENERGY STORAGE 2 LLC

1 MR. FIORAVANTI: We're just going to keep
2 going here. So it's 12:42 p.m. My name is Bill
3 Fioravanti, CEO of the Orange County Industrial
4 Development Agency. We're opening the hearing
5 for West Warwick 2, a renewable battery storage
6 project in the Town of Warwick. And we have
7 present with us myself again, Bill Fioravanti,
8 also Kelly Reilly, project manager for the IDA,
9 Miss Frances Roth is our stenographer, Dennis
10 Brady is our audio/visual expert. We also have
11 from the applicant team Mr. Daniel Spitzer of
12 Hodgson Russ representing Convergent Energy, Van
13 Neils directly from Convergent and Mr. Vincent
14 Galligan from Orange & Rockland and then we have
15 as guests Legislator, Deputy Mayor and Village of
16 Warwick Trustee Barry Cheney, we have Town
17 Supervisor Michael Sweeton of the Town of Warwick
18 and we have Mayor Michael Newhard of the Village
19 of Warwick. I think I got everyone on there and
20 I don't see any of our board members on, I don't
21 think I missed that. Yes, I'm sorry I do see
22 Mr. Torelli's still on there so thank you. And
23 that's everyone that's on the call today. I'm
24 going to read the notice for this, apologies for
25 it being very similar to what you heard but we

WEST WARWICK ENERGY STORAGE 2 LLC

1 want to do this in proper form. The purpose of
2 this public hearing is to consider the following
3 project, West Warwick Energy Storage 2 LLC, a
4 Delaware limited liability company or an entity
5 to be formed, known as the Company, requested the
6 agency to undertake a project known as the
7 Project consisting of (a) the acquisition of a
8 (sub)leasehold interest in approximately
9 15.75 acres of a larger 31.5 acre vacant parcel,
10 tax map number 42-1-35.1 located at 63 County
11 Highway 1, Warwick, New York, known as the Land,
12 the construction of approximate 10,000 square
13 foot 4 megawatt 16.4 megawatt per hour battery
14 storage system including an auxillary switchboard
15 and a metal enclosed switchgear located on the
16 Land to service the local distribution grid and
17 provide improvements to the distribution system's
18 reliability and resiliency as well as providing
19 emission free energy to the residents of Orange
20 County, known as the Facility, and the
21 acquisition and installation in and on the
22 Facility of furniture, fixtures and equipment,
23 known as the Equipment, and together with the
24 Land and the Facility, known as the Project
25 Facility, (b) the granting of certain financial

WEST WARWICK ENERGY STORAGE 2 LLC

1 assistance in the form of exemptions from state
2 and local sales and use tax and real property
3 tax, collectively known as the Financial
4 Assistance, (c) the appointment of the Company or
5 its designee as an agent of the Agency in
6 connection with the acquisition, construction,
7 equipping and completion of the Project Facility,
8 and (d) the acquisition of an interest in the
9 Land and Facility by the Agency pursuant to a
10 sublease agreement and the acquisition of an
11 interest in the Equipment pursuant to a bill of
12 sale from the Company to the Agency, and the
13 (sub)sublease of the Project Facility back to the
14 Company pursuant to a sublease agreement. The
15 storage energy from the Project Facility will be
16 utilized by Orange & Rockland Utilities. The
17 Company will be the initial manager/owner of the
18 Project. And again at this time the Agency will
19 hear from all persons with views with respect to
20 the proposed Financial Assistance to the Company,
21 the proposed owner/operator, the location of the
22 Project Facility and the nature of the Project.
23 Lastly, once again, a copy of the application
24 filed by the Company with the Agency with respect
25 to this Project, including an analysis of the

WEST WARWICK ENERGY STORAGE 2 LLC

1 costs and benefits of the project are available
2 for public inspection during the business hours
3 at the office of the Agency located at 4 Crotty
4 Lane, Suite 100, New Windsor, New York or on our
5 website at www.ocnyida.com. With that read, are
6 there any additional questions pertaining to West
7 Warwick 2?

8 SUPERVISOR SWEETON: Just I didn't ask the
9 question before. What's the construction
10 timeline on the two, one and two?

11 MR. NEILS: So these projects are fully
12 permitted and basically awaiting this approval
13 and the current construction timeline is to
14 finish towards the end of 2-3 (sic.) of this
15 year.

16 SUPERVISOR SWEETON: Do you have a building
17 permit from the Town of Warwick?

18 MR. NEILS: Yes, this is fully permitted.

19 SUPERVISOR SWEETON: Okay.

20 MR. FIORAVANTI: Any other questions,
21 Supervisor Sweeton?

22 SUPERVISOR SWEETON: That's it, thank you.

23 MR. FIORAVANTI: Mr. Cheney, Mr. Newhard,
24 any other questions? Hearing none, we're going
25 to close this public hearing at 12:47 p.m. for

WEST WARWICK ENERGY STORAGE 2 LLC

1 West Warwick 2. Thank you for joining us. We'll
2 wait momentarily and we'll then resume our last
3 public hearing for West Warwick 3.
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8 (Proceedings concluded at 12:47 p.m.)
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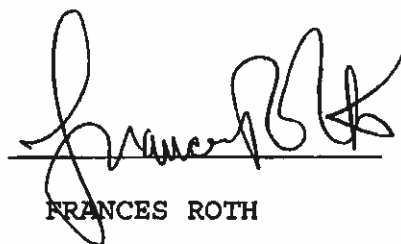
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C-E-R-T-I-F-I-C-A-T-I-O-N

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of the State of New York, do hereby certify:

That the foregoing is an accurate record of the testimony,
as given, to the best of my knowledge and belief, the same
having been stenographically recorded by me and transcribed
under my supervision.

That I am not related to any of the parties involved in
this matter, and that I have no personal interest
whatsoever in the outcome thereof.



FRANCES ROTH

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