

FINAL RESOLUTION
(West Warwick Energy Storage 3 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 Kattzoff, Esq., Russell Gaenzle, Esq., Connor Eckart, Doug Sansted, Becky Koze, Dan Spitzer, Jim Tarpy, Steve Esposito, Jonathan Gross, Jacqueline Bart, Sheldon Ginsberg, Brian Poitras

The following Resolution was offered by Tamburri and seconded by Odock :

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 3 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 an approximately 10,410.37 sq.ft. of land located at 28 Church Street, Warwick, New York (the "*Land*") which is a portion of a larger approximately 29.2 acre parcel (bearing tax map no. 208-2-10); (ii) the construction of an approximate 17,500 sq.ft. 4MW/17.9MWh 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, as the Land being leased by the Company comprises a small unimproved portion of a much larger improved parcel, the taxing jurisdictions will continue to receive 100% of the real property taxes otherwise due on the improved portion of the larger parcel while providing the taxing jurisdictions with additional tax revenue generated by the PILOT from the placement of the Project on the Land; 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 **\$6,032,963**, which result in New York State and local sales and use tax exemption benefits ("***Sales and Use Tax Exemption Benefits***") not to exceed **\$490,178.24**.

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:**

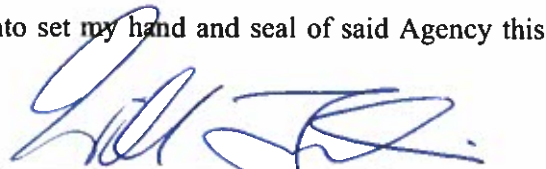
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on June 15, 2022, with the original thereof on file in the office of the Agency, and that the same is a true 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 1:30 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=RUZCbklvL1ZkTjJlTFdjeVdnUzFQQT09>, 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 3 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 some or all of an approximately 29.2 acre vacant parcel located at 28 Church Street, Warwick, New York (tax map no. 208-2-10) (the "Land"); (ii) the construction of an approximate 17,500 sq.ft. 4MW/17.9MWh 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 3 LLC
Village of Warwick S.B.L No. 208-2-10

PILOT Schedule						
Year	School	Town	County	Village	Total	
1	\$ 3,936.96	\$ 586.82	\$ 649.16	\$ 827.06	\$ 6,000.00	
2	\$ 4,015.70	\$ 598.55	\$ 662.14	\$ 843.60	\$ 6,120.00	
3	\$ 4,096.02	\$ 610.52	\$ 675.38	\$ 860.47	\$ 6,242.40	
4	\$ 4,177.94	\$ 622.73	\$ 688.89	\$ 877.68	\$ 6,367.25	
5	\$ 4,261.50	\$ 635.19	\$ 702.67	\$ 895.24	\$ 6,494.59	
6	\$ 4,346.73	\$ 647.89	\$ 716.72	\$ 913.14	\$ 6,624.48	
7	\$ 4,433.66	\$ 660.85	\$ 731.06	\$ 931.41	\$ 6,756.97	
8	\$ 4,522.33	\$ 674.07	\$ 745.68	\$ 950.03	\$ 6,892.11	
9	\$ 4,612.78	\$ 687.55	\$ 760.59	\$ 969.03	\$ 7,029.96	
10	\$ 4,705.04	\$ 701.30	\$ 775.80	\$ 988.41	\$ 7,170.56	
11	\$ 4,799.14	\$ 715.32	\$ 791.32	\$ 1,008.18	\$ 7,313.97	
12	\$ 4,895.12	\$ 729.63	\$ 807.15	\$ 1,028.35	\$ 7,460.25	
13	\$ 4,993.02	\$ 744.22	\$ 823.29	\$ 1,048.91	\$ 7,609.45	
14	\$ 5,092.88	\$ 759.11	\$ 839.76	\$ 1,069.89	\$ 7,761.64	
15	\$ 5,194.74	\$ 774.29	\$ 856.55	\$ 1,091.29	\$ 7,916.87	
	\$ 68,083.57	\$ 10,148.04	\$ 11,226.17	\$ 14,302.71	\$ 103,760.50	

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 3 LLC

5 -----x

6 March 7, 2022
7 1:30 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 OCNYIDA
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 3 LLC

1 MR. FIORAVANTI: Good afternoon and welcome
2 to the public hearing for West Warwick Energy
3 Storage 3 LLC, my name is Bill Fioravanti, CEO of
4 the Orange County Industrial Development Agency,
5 we are hosting this public hearing per the public
6 notice that was issued for a meeting to start now
7 at 1:30 p.m. I would like to forego the Pledge
8 of Allegiance, we have done that at our earlier
9 hearing that just proceeded this one. I'll jump
10 instead to introducing our attendees, again, my
11 name is Bill Fioravanti from the Orange County
12 Industrial Development Agency, also fellow staff
13 member, Kelly Reilly, our Project Manager is on
14 with us, we have board members, Chairman Michael
15 Torelli and members Noel Spencer and Robert
16 Kennedy. Frances Roth is our stenographer, she's
17 here as well and our AV Specialist Dennis Brady
18 and we have two representatives for the
19 applicant, attorney Dan Spitzer has joined us and
20 Kristin Kurylak. So thank you for joining us if
21 we have any questions that, or comments that we
22 may ask you to provide some clarity for we will
23 do that at the end as needed. I'm going to read
24 the public hearing notice that I mentioned
25 earlier that was issued for this meeting. West

WEST WARWICK ENERGY STORAGE 3 LLC

1 Warwick Energy Storage 3 LLC, a Delaware limited
2 liability company or an entity to be formed,
3 collectively known as the Company, requested the
4 Agency, the IDA Agency undertake a project known
5 as the Project consisting of (A), the acquisition
6 of a (sub)leasehold interest in some or all of an
7 approximately 29.2 acre vacant parcel located at
8 28 Church Street, Warwick, New York, known as the
9 Land, the construction of an approximate 17,500
10 square foot four megawatt/17.9 megawatt hour
11 battery storage system, including an auxiliary
12 switchboard and a metal enclosed switchgear
13 located on the Land to service the local
14 distribution grid and provide improvements to the
15 distribution system's reliability and resiliency
16 as well as providing emission free energy to the
17 residents of Orange County, collectively the
18 Facility. And the acquisition and installation
19 in and on the Facility of furniture, fixtures and
20 equipment, the Equipment, and together with the
21 Land and the Facility known as the Project
22 Facility, the granting of certain financial
23 assistance in the form of exemptions from state
24 and local sales and use tax and real property
25 tax, collectively the Financial Assistance, the

WEST WARWICK ENERGY STORAGE 3 LLC

1 appointment of the Company or its designee as an
2 agent of the Agency in connection with the
3 acquisition, construction, equipping and
4 completion of the Project Facility, and the
5 acquisition of an interest in the Land and
6 Facility by the Agency pursuant to a sublease
7 agreement and the acquisition of an interest in
8 the Equipment pursuant to a bill of sale from the
9 Company to the Agency and the (sub)sublease of
10 the Project Facility back to the Company pursuant
11 to a sublease agreement. The stored energy from
12 the Project Facility will be utilized by Orange
13 and Rockland Utilities. The Company will be the
14 initial manager/owner of the Project. The Agency
15 will at the above-stated time hear all persons
16 with views with respect to the proposed Financial
17 Assistance to the Company, the proposed
18 owner/operator, the location of the Project
19 Facility and the nature of the Project. A copy
20 of the application filed by the Company with the
21 Agency with respect to the Project including an
22 analysis of the cost and benefits of the Project
23 are available for public inspection during
24 business hours at the office of the Agency
25 located at 4 Crotty Lane, Suite 100, New Windsor,

WEST WARWICK ENERGY STORAGE 3 LLC

1 New York 12553 or on our website at
2 www.ocnyida.com. As I mentioned with the prior
3 public hearings we had earlier this afternoon,
4 the cost benefit analysis is not complete, you
5 will see the application on our website or
6 available here at the IDA's offices but a cost
7 benefit analysis requires additional information
8 to be verified by the County's Real Property
9 Department and as well as the local assessor for
10 the Town of Warwick. So we will provide that and
11 as a result because it's not yet available for
12 your review we're going to keep this public
13 hearing open after we've heard all comments and
14 we'll look to adjourn targeting Friday morning
15 but if more time is needed it will be next week,
16 all that information will be updated on the
17 Orange County IDA website again at ocnyida.com.
18 Now I will read any comments that we have
19 received. We only received one from the Town
20 Supervisor related to the comments I just made.
21 Dear Mr. Fioravanti. I am writing in regards to
22 the application for West Warwick Energy Storage
23 1, 2, 3 LLC requesting sales tax exemptions and a
24 PILOT agreement. A hearing is scheduled for
25 March 7th, yet their application online with your

WEST WARWICK ENERGY STORAGE 3 LLC

1 office shows no data regarding the amount of
2 taxes lost to the Town if the PILOT was granted.
3 While we all support projects that increase the
4 reliability of our energy system, without
5 complete information it is hard to weigh the
6 benefits versus those costs. It is therefore
7 hard for the Town to support this without having
8 done that analysis. Sincerely, Michael Sweeton,
9 Town Supervisor. The supervisor is prepared to
10 update his comments when the information is
11 complete, so again, we have been in full
12 communication with him on that. We have received
13 no other comments yet, I'm just checking to make
14 sure no one else outside of the attendees that I
15 listed before has requested to be part of the
16 meeting or to make comment. Does anyone that is
17 part of this call, anyone else like to make a
18 comment or ask a question? Hearing none I am
19 going to adjourn this public hearing for West
20 Warwick Energy System number three at 1:36 p.m.
21 and again, please check back with our website,
22 www.ocnyida.com for further details about the,
23 when we resume this public hearing and provide
24 further information on this project.
25

WEST WARWICK ENERGY STORAGE 3 LLC

Thanks very much. Have a good day.

(Proceedings concluded at 1:36 p.m.)

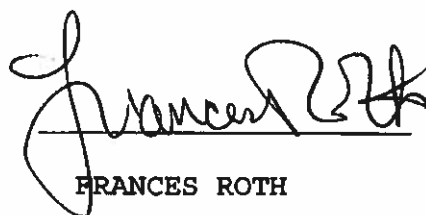
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C-E-R-T-I-F-I-C-A-T-I-O-N

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 3 LLC

5 -----X

6 June 7, 2022

7 12:48 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 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 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 3 LLC

1 MR. FIORAVANTI: Alright, we're ready to
2 open up the last resumption of the last public
3 hearing. Good afternoon, it's 12:48 p.m. and we
4 are resuming the public hearing for the OCIDA
5 project West Warwick 3, a renewable battery
6 storage project from Convergent Energy and Power.
7 This was a public hearing started a couple months
8 ago while the IDA did further research and
9 working with both the applicant and the county on
10 the incentives, we are resuming this public
11 hearing for additional questions. Present with
12 us again, my name is Bill Fioravanti, I'm CEO of
13 the Orange County IDA, our project manager, Kelly
14 Reilly, is with us as well, our consultants,
15 Frances Roth is our stenographer today, Dennis
16 Brady handles audio/visual, our Chairman Mr. Mike
17 Torelli is present as well and from the applicant
18 representing the applicant Mr. Dan Spitzer of
19 Hodgson Russ, attorneys, and I'm sorry, Van Neils
20 representing Convergent Energy and Power and
21 Mr. Vincent Galligan from Orange & Rockland
22 Utilities. We appreciate you being here. And am
23 I missing anyone else? I think that's everyone
24 that's present. I'm going to read the notice of
25 public hearing one last time, this time for West

WEST WARWICK ENERGY STORAGE 3 LLC

1 Warwick 3. The subject of this public hearing,
2 West Warwick Energy 3 LLC, a Delaware limited
3 liability company or an entity to be formed
4 collectively known as the Company, requested the
5 agency to undertake a project, known as the
6 Project, consisting of (a), the acquisition of a
7 (sub)leasehold interest in some or all of an
8 approximately 29.2 acre vacant parcel located at
9 28 Church Street, Warwick, New York, that's the
10 village, known as the Land, the construction of
11 an approximate 17,500 square foot 4 megawatt/17.9
12 megawatt hour battery storage system, including
13 an auxiliary switchboard and a metal enclosed
14 switchgear located on the Land to service the
15 local distribution grid and provide improvements
16 to the distribution system's reliability and
17 resiliency as well as providing emission free
18 energy to the residents of Orange County,
19 collectively known as the Facility and the
20 acquisition and installation in and on the
21 Facility of furniture, fixtures and equipment,
22 known as the Equipment, and together with the
23 Land and the Facility known as the Project
24 Facility, (b) the granting of certain financial
25 assistance in the form of exemptions from state

WEST WARWICK ENERGY STORAGE 3 LLC

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

WEST WARWICK ENERGY STORAGE 3 LLC

1 inspection during business hours at the office of
2 the Agency located here at 4 Crotty Lane, Suite
3 100, New Windsor, New York or on our website at
4 www.ocnyida.com. With that said, I'm going to
5 open it back up to any questions from the public
6 at this time on West Warwick 3 or any related
7 questions on these projects. Any additional
8 questions? Mr. Cheney?

9 MR. CHENEY: Yes, just for clarification so
10 the comments that were made in the first hearing
11 which were attributable to Warwick number three
12 that would be provided to the board I assume?

13 MR. FIORAVANTI: Yes, sir, the board will
14 receive the full transcript of this meeting and
15 it, obviously we clarified in there that some of
16 those questions, you did when you posed them,
17 that some of these questions are for additional
18 projects. They will see it all in its entirety
19 the full transcript from all three hearings.

20 MR. CHENEY: Okay, thank you.

21 MR. FIORAVANTI: Other questions at all?
22 Hearing none, we'll close the public hearing.

23 MR. NEILS: I just wanted one additional
24 clarification.

25 MR. FIORAVANTI: Sure.

WEST WARWICK ENERGY STORAGE 3 LLC

1 MR. NEILS: In terms of the permitting the
2 projects do not yet have a permit from the town
3 and are awaiting permits from the New York State
4 Department of Education, so just to clarify my
5 additional statement they're not completely fully
6 permitted.

7 SUPERVISOR SWEETON: Okay, I believe you
8 would need permits from us for construction but
9 you can pursue that with the building department.
10 We exempted the state from zoning, we agreed to
11 that determination.

12 MR. SPITZER: We have provided that to the
13 IDA as part of our package, thank you,
14 Supervisor. I think what Van was referring to in
15 terms of the DOE because the project is located
16 on school property the DOE has its own, State Ed
17 has its own role.

18 SUPERVISOR SWEETON: I understand that, I
19 just wanted to clarify, thank you.

20 MR. SPITZER: Thank you.

21 MR. FIORAVANTI: Anything else at all?
22 Okay, and I do want to say one more time this
23 project goes before the IDA board next Wednesday,
24 June 15th, for their consideration, likely to
25 vote on approval or denial of these proposed

WEST WARWICK ENERGY STORAGE 3 LLC

1 incentives, we have until then if you have
2 additional questions, I do want to keep the line
3 of communications open. I do apologize for how
4 long it took to get some of these figures
5 together, it was a laborious process but we
6 wanted to get it right. But again any other
7 questions? Again, the lines of communication
8 remain open, please contact me, I can get any
9 other answers from the applicant as needed. But
10 again, the board will consider the incentives for
11 this project on Wednesday, June 15th. Without
12 any, hearing any other comments or questions, it
13 is 12:54 p.m., we'll close the public hearing for
14 West Warwick 3 Energy Storage. Thank you all for
15 joining us and have a good day. Thanks very
16 much.

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19 (Proceedings concluded at 12:54 p.m.)
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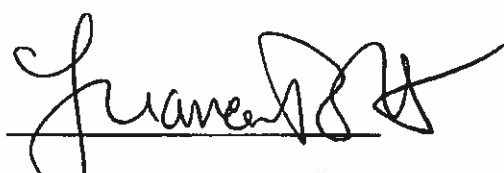
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C-E-R-T-I-F-I-C-A-T-I-O-N

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

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