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February 5, 2020

VIA ELECTRONIC MAIL

Mr. Jeffrey D. Crist, Chairman
Town of Montgomery Industrial Development Agency
110 Bracken Road
Montgomery, New York 12549

Re: Assignment from BLUEWATER I LLC to USEF SAILFISH, LLC

Dear Chairman Crist and Members of the Agency:

In a continuous effort to be responsive to community members' concerns voiced at the Agency's January 6th, 2020 public hearing, Bluewater I LLC and USEF Sailfish, LLC offer clarifications to the assignment application. The companies intend to assign the original application and related Financial Assistance to USEF Sailfish, LLC knowing that official determinations made subsequent to the December 2018 original application, including without limitation the SEQRA Findings Statement, attach to the assignment. The clarifications that follow on the annexed application pages affirm this understanding.

To summarize the clarifications, the companies acknowledge and affirm that the Agency's Financial Assistance is awarded to the applicant, not the occupant, and therefore, the applicant is responsible to the Agency for compliance with all employment and other requirements. The signature page to the assignment application includes USEF Sailfish, LLC's consent to the Agency's Local Labor Law Policy as adopted and amended.

An organizational chart is provided to demonstrate the relationships between Bluewater I LLC and its members, Bluewater Industrial Partners, USEF Sailfish, LLC and its members, and Amazon. Additionally, a listing of officers and directors of USEF Sailfish, LLC is provided.

Pursuant to the conditions of site plan approval and the SEQRA Findings Statement, the Arnot-Haber House will be removed from its existing location, relocated and rehabilitated. An offer of dedication for the Wastewater Treatment Plant Improvements will be recorded and shall provide the Town with an ongoing option, but no obligation whatsoever, to accept this offer. As stated in the SEQRA Findings Statement, a hydrogen fuel cell station is proposed on the west side of the warehouse building. The hydrogen will be used to replenish fuel cells in the material handling equipment and is not a regulated fuel.

Since the filing of the original application, there have been adjustments in tax rates that the companies have understood as applicable to the assignment. For clarity, however, we have updated these figures, with the 2019 tax rate for the school district and the 2020 tax rates for all other taxing jurisdictions. Please note that annual increases in the tax rates impact both the proposed PILOT payments and the estimated property tax savings. According to the companies' calculations at the present tax rates, the PILOT payments, land tax and fire district ad valorem tax to be paid by the Project over the life of the 15-year PILOT total approximately \$26,000,000.00 while the potential real property tax savings total approximately \$18,500,000.00. As tax rates adjust from year to year, these figures will change accordingly.

The estimated sales and use tax exemption is based on the estimated costs associated with construction of the building and a portion of the estimated costs for site preparation and utilities and infrastructure development, not the estimated total project cost.

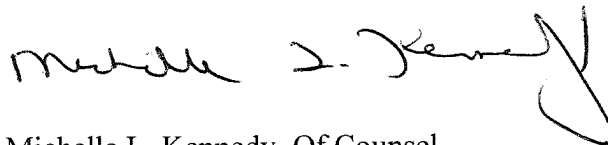
The Project applied for, although did not receive \$4,000,000.00 in state program funding. Therefore, this amount has been reflected in the assignment application as included within the private sector financing.

Lastly, two references within the assignment application to exhibit letters have been edited for accuracy.

Please see the annexed assignment application pages for the specific clarifications. The companies remain available to respond to questions and concerns. Thank you for your attention and diligence.

Very truly yours,

WHITEMAN OSTERMAN & HANNA LLP

A handwritten signature in black ink, appearing to read "Michelle L. Kennedy". The signature is fluid and cursive, with a large loop at the end of the last name.

Michelle L. Kennedy, Of Counsel

cc: Robert McLaughlin, Esq., Counsel for the Agency
William Frank, Esq., Counsel for the Town of Montgomery

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SUMMARY OF PROJECT

Applicant: USEF SAILFISH, LLC

Contact Person: Luke Stephens

Phone Number: 800.531.8182

Occupant: Amazon.com Services, Inc.

Project Location: SWC of NYS Rt 17K and 747, AKA 635 International Drive, Town of Montgomery, Orange County, NY

Approximate Size of Project Site: 187 acres

Description of Project: New warehouse/distribution center building containing approximately 1,010,880 sf

Type of Project: Manufacturing Warehouse/Distribution
 Commercial Not-For-Profit
 Other-Specify

Employment Impact: Existing Jobs 0
New Jobs 800

Project Cost: \$ _At Least 75,000,000 (Estimate)_____

Type of Financing: Tax-Exempt Taxable Straight Lease

Amount of Bonds Requested: \$ _____N/A_____

Estimated Value of Tax-Exemptions:

N.Y.S. Sales and Compensating Use Tax: \$ ___3,200,000* (estimate)
Mortgage Recording Taxes: \$ ___\$600,000 (estimate)
Real Property Tax Exemptions: \$ ___18,500,000 (estimate)
Other (please specify): \$ ___N/A_ _____

*Note: The estimated N.Y.S. Sales and Compensating Use Tax is based on the estimated costs associated with construction of the building and a portion of the estimated costs associated with site preparation and utilities and infrastructure development.

Provide estimates for the following:

Number of Full Time Employees at the Project Site before IDA Status: 0 _____
Estimate of Jobs to be Created: At least 800 _____
Estimate of Jobs to be Retained: 0 _____

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Average Estimated Annual Salary of Jobs to be Created: \$32,156_____
Annualized Salary Range of Jobs to be Created: \$31,200-\$60,000+
Estimated Average Annual Salary of Jobs to be Retained: ___N/A_____

Note: Job estimates and salary information here and throughout application has been provided by Occupant. Jobs will be direct full-time equivalent positions hired by Occupant; Applicant will not have any FTE jobs. Occupant will provide a comprehensive benefits package to its full-time equivalent positions which is excluded from the above salary ranges. Applicant acknowledges that the Agency's Financial Assistance is awarded to Applicant, not Occupant, and therefore, Applicant is responsible to the Agency for compliance with the Agency's employment and other requirements.

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I. INFORMATION CONCERNING THE PROPOSED OCCUPANT OF THE PROJECT (HEREINAFTER, THE "COMPANY").

A. Identity of Company:

1. Company Name: USEF SAILFISH, LLC

Present Address: 9830 Colonnade Blvd., Suite 600
San Antonio, Texas

Zip Code: 78230

Employer's ID No.: 46-1675923

2. If the Company differs from the Applicant, give details of relationship:

Applicant (or assignee entity) will develop and own the facility proposed at the site. Applicant will lease the facility on a long-term triple net basis to Occupant. All IDA benefits will pass directly to Occupant via the lease structure.

3. Indicate type of business organization of Company:

a. _____ Corporation (If so, incorporated in what country? What State? _____, Date Incorporated? _____ Type of Corporation? _____ Authorized to do business in New York? Yes ____; No ____).

b. _____ Partnership (If so, indicate type of partnership _____, Number of general partners ____, Number of limited partners ____).

c. X Limited liability company (If so, formed in what state? DE, Number of Members? 2, Date formed? January 22, 2019, Authorized to do business in New York State? Yes X No).

d. _____ Sole proprietorship.

4. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? See Exhibit G and Exhibit H. If so, indicate name of related organization(s) and relationship: See Exhibit G and Exhibit H.

B. Management of Company:

1. List all owners, officers, members, directors and partners (complete all columns for each person): In addition to the chart below, see Exhibit G and Exhibit H.

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Parcel 4: 31-1-89

C. Project Site:

1. Approximate size (in acres or square feet) of Project site: 187 acres, 1,010,880 sf. Is a map, survey, or sketch of the project site attached? Yes X; No _____. See Exhibit B
2. Are there existing buildings on project site? Yes X; No _____.
 - a. If yes, indicate number and approximate size (in square feet) of each existing building: one abandoned house, unknown square footage
 - b. Are existing buildings in operation? Yes ____; No X.
If yes, describe present use of present buildings: abandoned house
 - c. Are existing buildings abandoned? Yes X; No _____. About to be abandoned? Yes ____; No _____. If yes, describe: house will be removed from its existing location, relocated and rehabilitated in compliance with the provisions of the SEQRA Findings Statement.
 - d. Attach photograph of present buildings. See Exhibit A

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3. Utilities serving project site:
Water-Municipal:
Other (describe) Project will supply its own water via on-site wells
Sewer-Municipal:
Other (describe) Project will provide its own sewer via on-site WWTP.
Pursuant to the conditions of site plan approval, the developer will record an offer of dedication for the WWTP which will provide the Town of Montgomery an ongoing option to take the WWTP in the future, or never.
Electric-Utility: Central Hudson
Other (describe)
Heat-Utility: Central Hudson
Other (describe)
4. Present legal owner of project site:
Parcel 1: LVL Realty LLC
Parcel 2: Debra A. Drake, Thomas Tracy Jr., Michael Drake, and Dawn Steins
Parcel 3: Priscilla Haber
Parcel 4: Priscilla Haber
- a. If the Company owns project site, indicate date of purchase: _____, 20____; Purchase price: \$____N/A____.
- b. If Company does not own the Project site, does Company have option signed with owner to purchase the Project site? Yes ____; No __N/A__. If yes, indicate date option signed with owner: _____, 20____; and the date the option expires: _____, 20____.
- c. If the Company does not own the project site, is there a relationship legally or by common control between the Company and the present owners of the project site? Yes X; No _____. If yes, describe:
Applicant has a Purchase Contract with the current owners
- d. Current Assessed Value of the Project site: \$__891,900__total____
- e. Current annual property tax payment of the Project site: \$__46,883__total__
5. a. Zoning District in which the project site is located:
I-2 (sites 3 and 4); IB (sites 1 and 2)
- b. Are there any variances or special permits affecting the site? Yes ____; No X.
X. If yes, list below and attach copies of all such variances or special permits:

D. Buildings:

1. Does part of the project consist of the acquisition or construction of a new building or buildings? Yes __X__; No _____. If yes, indicate number and size of new buildings: 1 building, approximately 1,010,880 sf (WWTP facility 1,800 sf – 60'x30')
2. Does part of the project consist of additions and/or renovations to the existing buildings located on the Project site? Yes ____; No __X__. If yes, indicate the

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buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation:

2. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed, or expanded: warehouse/distribution

E. Description of the Equipment:

1. Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")? Yes X; No ____.
If yes, describe the Equipment:

Various equipment will be installed as part of the base building by the developer including but not limited to utility pumps and generators, loading dock equipment, hydrogen (non-hazardous) fuel tanks and supply lines, security and safety equipment consistent with the requirements of the SEQRA Findings Statement.

Note: At this time, the Occupant does not intend to apply to the TOMIDA for its personal FFE specific to its use; therefore, the note in the original application indicating that the Occupant would apply has been omitted in the assignment application.

2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes ____; No X. If yes, please provide detail:
3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed:

(as to the applicant equipment indicated in E. 1 above) utility distribution, safety, security, back-up systems, etc.

F. Project Use:

1. What are the principal products to be produced at the Project?
N/A
2. What are the principal activities to be conducted at the Project?
To support the sales distribution of customer orders
3. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes ____; No X. If yes, please provide detail:
4. If the answer to question 3 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project? N/A%

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N/A

8. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes____; No__X__. If yes, please provide detail:

N/A

9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project:

- a. Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry? Yes____; No____. If yes, please provide detail:

N/A

- b. Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes____; No____. If yes, please provide detail:

N/A

10. Will the Project be owned by a not-for-profit corporation? Yes____; No_X____. If yes, please provide detail:

N/A

11. Will the Project be sold or leased to a municipality? Yes____; No__X__. If yes, please provide detail:

The applicant will be developing a wastewater treatment plant (WWTP) to provide sanitary sewer for the proposed building. The WWTP will initially serve the building at its designed capacity (20,000 GPD). In compliance with the provisions of the SEQRA Findings Statement, prior to issuance of a certificate of occupancy, the WWTP improvements will be offered for dedication to the Town of Montgomery for the purpose of future municipal service (only the improvements will be offered for dedication to the Town of Montgomery, the improvements will be developed within a non-exclusive easement on the site.) The facility will be designed to be expandable (up to 100,000 GPD) to serve the general area as future needs are determined by the Town of Montgomery. The site area reserved for the initial construction and expansion of the WWTP is approximately 1/3 acre. The Town of Montgomery is under no obligation to accept dedication of the wastewater treatment plant improvements as explained in the SEQRA Findings Statement.

G. Other Involved Agencies:

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2. If the answer to question 1 is yes, does the applicant desire such “agent” status prior to the closing date of the financing? Yes ; No .

III. INFORMATION CONCERNING LEASES OR SUBLEASES OF THE PROJECT. (PLEASE COMPLETE THE FOLLOWING SECTION IF THE COMPANY INTENDS TO LEASE OR SUBLEASE ANY PORTION OF THE PROJECT).

- A. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes ; No . If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee name: Amazon.com Services, Inc.
Present Address: 410 Terry Avenue North
City: Seattle _____ State: WA _____ Zip: 98109
Employer’s ID No.: 911986545
Sublessee is: Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company: Tenant under long term lease
Percentage of Project to be leased or subleased: 100%
Use of Project intended by Sublessee: To support the sales distribution of consumer goods orders to customers
Date of lease or sublease to Sublessee: TBD – lease execution is dependent on IDA financial award
Term of lease or sublease to Sublessee: TBD – expected to be 15+ years
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes ; No . If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.
2. Sublessee name: N/A
Present Address:
City: _____ State: _____ Zip:
Employer’s ID No.:
Sublessee is:
_____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company:
Percentage of Project to be leased or subleased:
Use of Project intended by Sublessee:
Date of lease or sublease to Sublessee:
Term of lease or sublease to Sublessee: _____
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes ; No . If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

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Architects and engineering fees	\$2,200,000
Costs of Financing	\$3,500,000
Construction loan fees and interest (if applicable)	In above
Other (specify)	

TOTAL PROJECT COSTS	\$75,200,000

B. Anticipated Project Financing Sources. State the sources reasonably necessary for the financing of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

Note: Applicant's funding sources will be some combination of Equity and Debt, a commitment for funding has been secured pending the IDA financial award per E. below. Exact ratio of Equity to Debt has not been determined. For the purposes of this application Debt financing has been estimated at \$60,000,000.

<u>Description of Sources</u>	<u>Amount</u>
Private Sector Financing (Equity and Debt)	\$75,200,000
Public Sector	
Federal Programs	
State Programs*	
Local Programs	
Applicant Equity	In private above
Other (specify, e.g., tax credits)	

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*The four million dollars of funding applied for from State Programs in December of 2018, at the time of the original application, was not granted. Therefore, this amount is now included under Private Sector Financing.

TOTAL AMOUNT OF PROJECT FINANCING SOURCES \$75,200,000

- C. Have any of the above expenditures already been made by the applicant?
Yes X; No . If yes, indicate particulars.
Approximately \$1.5M for preliminary due diligence, design, civil engineering, legal and land use/entitlement work
- D. Amount of loan requested: \$ N/A _____;
Maturity requested: N/A _____ years.
- E. Has a commitment for financing been received as of this application date, and if so, from whom?
Yes X; No . Institution Name: USAA _____
Provide name and telephone number of the person we may contact.
Name: Lange Allen _____ Phone: 210-641-8428 _____
- F. The percentage of Project costs to be financed from public sector sources is estimated to equal the following: 0 _____ %
- G. The total amount estimated to be borrowed to finance the Project is equal to the following:
\$ TBD _____

VI. BENEFITS EXPECTED FROM THE AGENCY

- A. Financing
1. Is the applicant requesting that the Agency issue bonds to assist in financing the project? Yes ; No X. If yes, indicate:
- a. Amount of loan requested: N/A Dollars;
b. Maturity requested: N/A Years.

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- a. N.Y.S. Sales and Compensating Use Taxes: _____ \$3,200,000 _____
- b. Mortgage Recording Taxes: _____ \$600,000 _____
- c. Real Property Tax Exemptions: _____ \$18,500,000 _____
- d. Other (please specify):
 _____ \$ _____
 _____ \$ _____

5. Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency’s Uniform Tax Exemption Policy? Yes ____; No __N__. If yes, please explain.

C. Project Cost/Benefit Information. Complete the attached Cost/Benefit Analysis so that the Agency can perform a cost/benefit analysis of undertaking the Project. Such information should consist of a list and detailed description of the benefits of the Agency undertaking the Project (e.g., number of jobs created, types of jobs created, economic development in the area, etc.). Such information should also consist of a list and detailed description of the costs of the Agency undertaking the Project (e.g., tax revenues lost, buildings abandoned, etc.).

VII. 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 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 Project will 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 Entities”) of the service delivery area created by the federal job training partnership act (Public Law 97-300) (“JTPA”), as replaced by the Workforce Investment Act of 1998 (Public Law 105-220), in which the Project is located.

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

C. Annual Sales Tax Filings. In accordance with Section 874(8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be

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TO: Project Applicants
 FROM: Town of Montgomery Industrial Development Agency
 RE: Cost/Benefit Analysis

In order for the Town of Montgomery Industrial Development Agency (the “Agency”) to prepare a Cost/Benefit Analysis for a proposed project (the “Project”), the Applicant must answer the questions contained in this Project Questionnaire (the “Questionnaire”) and complete the attached Schedules. This Questionnaire and the attached Schedule will provide information regarding various aspects of the Project, and the costs and benefits associated therewith.

This Questionnaire must be completed before we can finalize the Cost/Benefit Analysis, please complete this Questionnaire and forward it to us at your earliest convenience.

PROJECT QUESTIONNAIRE

1. Name of Project Beneficiary (“Company”):	Confidential
2. Brief Identification of the Project:	Development of an approximately 1 million sf warehouse/distribution facility for use as distribution of consumer goods
3. Estimated Amount of Project Benefits Sought:	
A. Amount of Bonds Sought:	\$0
B. Value of Sales Tax Exemption Sought	\$3,200,000
C. Value of Real Property Tax Exemption Sought	\$18,500,000
D. Value of Mortgage Recording Tax Exemption Sought	\$600,000
4. Likelihood of accomplishing the Project in a timely fashion:	Strong

PROJECTED PROJECT INVESTMENT

A. Land-Related Costs	\$36,840,000
1. Land acquisition	\$12,600,000
2. Site preparation	\$18,840,000
3. Landscaping	In above
4. Utilities and infrastructure development	\$2,500,000
5. Access roads and parking development	In above
6. Other land-related costs (due diligence, legal, closing costs, permits)	\$2,200,000

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II. Please provide estimates for the impact of Project on existing real property taxes and new payments in lieu of taxes (“Pilot Payments”):

Note: See Exhibit E Sailfish IDA Abatement Example; Note that the ad valorem tax paid to the Fire District is not subject to abatement.

Year	Existing Real Property Taxes (Without IDA involvement)	New Pilot Payments (With IDA)	Total (Difference)
Current Year			
Year 1			
Year 2			
Year 3			
Year 4			
Year 5			
Year 6			
Year 7			
Year 8			
Year 9			
Year 10			

III. Please provide a detailed description for the impact of other economic benefits and all anticipated community benefits expected to be produced as a result of the Project (attach additional pages as needed for a complete and detailed response):

Follow on benefits from a project of this nature are difficult to precisely estimate. However, these longer-term benefits would include additional customers and revenues for local businesses providing goods and services to the proposed facility and its occupants. A sample list of these might include, caterers and restaurants, office and janitorial supplies, landscape maintenance and snow removal services, convenience fuel, food and beverage for employees and vendors and local hotels. Furthermore, the operation of the facility and the transport of goods to and from the facility would benefit local shipping, transportation and trucking companies, which is consistent with the long-term planning for the area.

To roughly estimate a dollar amount impact, we have included a “Multiplier” worksheet provided by the Orange County Partnership that considers how much money remains within Orange County based on the total net new costs of the projects. Using this tool, the estimate of economic benefit to Orange County from a \$75 million project is over \$200Million, or a 2.8X multiplier effect. Please see Exhibit F; however, please note that the IDA performs its own cost benefit analysis.

Exhibit G – Organizational Chart

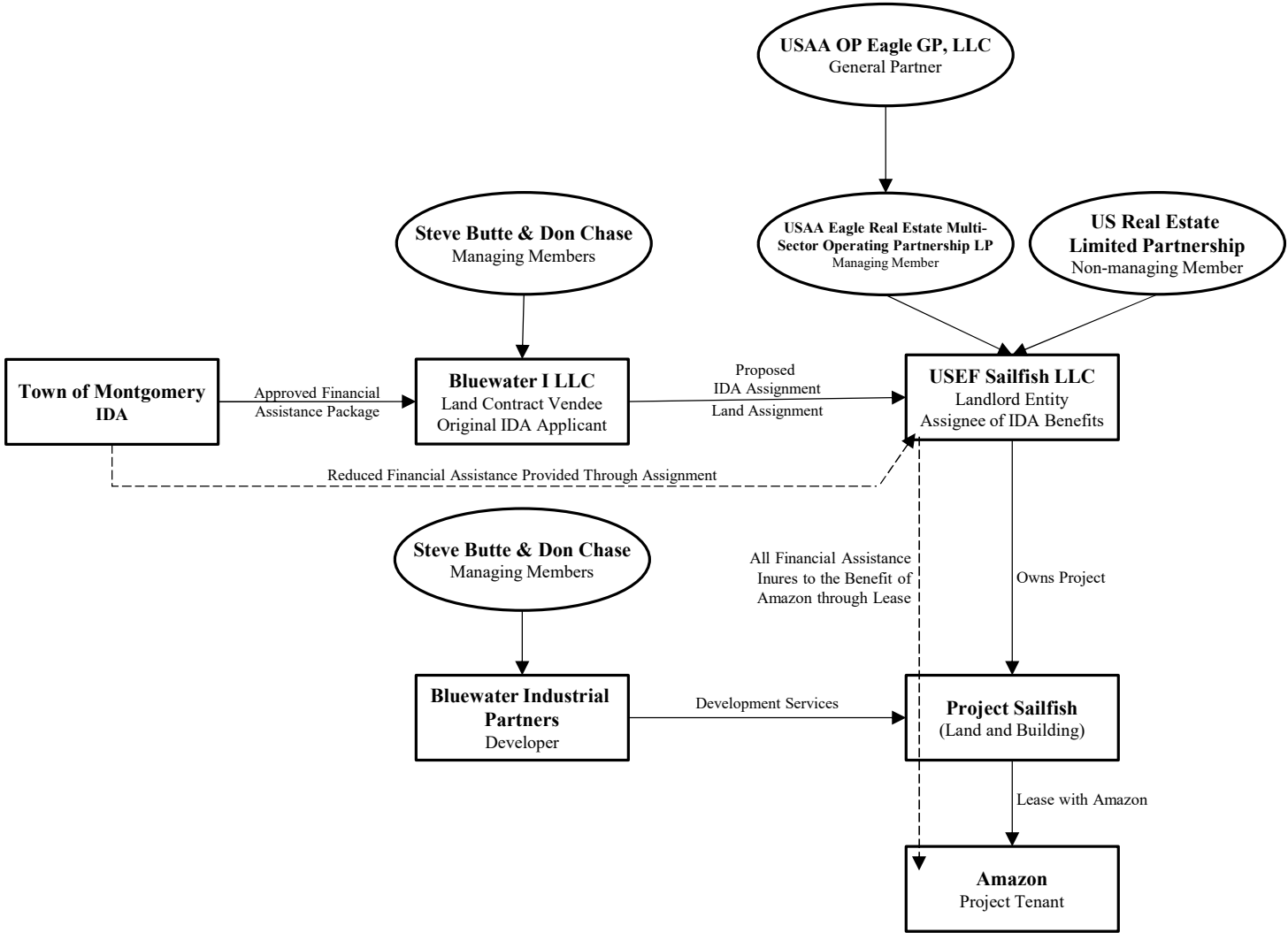


Exhibit H – Management of Company

USAA Eagle OP GP, LLC

- Leonard J. O'Donnell, President & Chief Executive Officer
- James A. Hime, Chief Operating Officer
- Steven A. Waters, General Counsel & Secretary
- David J. Buck, Executive Managing Director
- Bruce C. Petersen, Executive Managing Director
- Peter McLaughlin, Executive Managing Director
- Toni M. Fisher, Assistant General Counsel & Assistant Secretary

USAA Real Estate Company

- Leonard J. O'Donnell, President & Chief Executive Officer
- James A. Hime, Chief Operating Officer
- John Post, Senior Financial Officer
- Eric Mack, Deputy Senior Financial Officer
- Steven A. Waters, General Counsel & Secretary
- Patrick A. Irwin, Chief Administrative Officer
- David J. Buck, Executive Managing Director
- Edmund Donaldson, Executive Managing Director
- Hailey Ghalib, Executive Managing Director
- Peter McLaughlin, Executive Managing Director
- Bahram Motamedian, Executive Managing Director
- Dirk P.D. Mosis III, Executive Managing Director
- Bruce C. Petersen, Executive Managing Director
- Scott Stuckman, Executive Managing Director
- Toni M. Fisher, Assistant General Counsel & Assistant Secretary
- Rebecca R. Sanchez, Assistant General Counsel & Assistant Secretary