

December 13, 2018

Ed Devitt, Chairman
Joe Joy, Executive Director
Town of Montgomery Industrial Development Agency
110 Bracken Road
Montgomery NY 12549



RE: Project Sailfish IDA Application

Gentlemen:

I am pleased to provide you the enclosed Application for Financial Benefits for Project Sailfish. As you know we are working with the Town of Montgomery and other governmental agencies to permit the project and have been making great progress. We are also working closely with a prospective, confidential "occupant" to lease the facility on a long-term basis once completed. We believe that the project, the use of the occupant, as well as the long-term economic benefits of the project are precisely what The Town of Montgomery and Orange County have planned for the site.

The enclosed application is made on behalf of the project developer Bluewater I, LLC, our firm, or its assignee as the developer of the project. As you will note in the application, we have secured a financing commitment from USAA Real Estate, a pre-imminent financial institution and experienced, long-term real estate investor for the development of the project. At closing, the land and any incentive agreements will be assigned to a USAA Real Estate controlled entity who will fund the costs of the project. Bluewater will remain as the project developer. We believe that the involvement of a strong institution such as USAA bolsters our chance of not only securing the commitment of our prospective occupant but will also provide the IDA Board and its constituents confidence that the transaction will be successful.

As indicated in the application, our confidential occupant will be providing the jobs indicated and described in the application. Neither Bluewater, nor USAA Real Estate will hire any direct employees for the project. 100% of the requested benefits will be directly passed through to the occupant in the form of reduced initial project costs (ie. sales tax abatement and mortgage recording tax abatement) and reduced ongoing operational costs (ie. PILOT). This is achieved through a "triple net" lease structure requiring the occupant to pay the operational costs of the project including real estate taxes, and the rental rate is set based on percentage of total costs.

We hope to show that Project Sailfish is worthy of a Level III project, earning at least 12 points in the scoring rubric included in the Agency's UTEP, or that it should be considered an Unusual Project, thereby warranting the Agency's recommendation for a Category 3, 15-year PILOT. Additionally, as shown in our application, we propose to establish the assessed value of the project for tax purposes up front.

The importance of 15-year PILOT can not be underestimated when considering competing options available to the proposed occupant. While we believe that the site and geographic location fulfill the requirements of the occupant, they continue to consider other locations. The finalization of a lease agreement, precipitating the inception of the project, is entirely contingent on a favorable result of this application.

Please note that in addition to the enclosed application which considers the existing building only, the occupant will be following shortly with its own Agency application for its furniture, fixtures and equipment. The occupant's application will be based on a cost and value for this FFE, but will cite the same employee population, salaries, benefits, and follow-on economic impact as this application.

We appreciate your prompt consideration of this application and trust that you agree with our assessment that a project of this nature - with hundreds of long-term full-time jobs, in excess of \$75 Million in capital investment, and consistency with the long-term planning goals of the Town of Montgomery and Orange County - will be worthy of a maximum benefit.

We will be in touch over the next few days to answer any preliminary questions you may have and work towards scheduling any required meetings to consider the project application.

Regards,



A. Donald Chase
Bluewater Industrial Partners

Enclosures:

Project Sailfish - TOMIDA Application
Project Sailfish - Application fee

CC: Proposed Occupant
Kirk King - USAA Real Estate
Lange Allen USAA Real Estate
Steve Reilly - WOH
Dave Everett - WOH

THE RED THERMO SECURED "SP" LOGO IN THE LOWER CORNER OF THIS CHECK MUST FADE TEMPORARILY WHEN WARMED BY TOUCH OR FRICTION. SEE BACK FOR ADDITIONAL FEATURES.

Bluewater I LLC
52 Lochwood Lane
West Chester, PA 19380

2018

DATE 12/12/18

11-24/1210

PAY TO THE ORDER OF

Town of Montgomery Industrial Development Agency

\$ 500.00

Five hundred &

0/100

DOLLARS



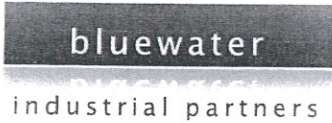
Wells Fargo Bank, N.A.

MEMO _____

[Handwritten Signature]



⑈ 2018 ⑈ ⑆ 121000248 ⑆ 43161118221 ⑈



A. Donald Chase Jr.
Partner

dchase@bwipartners.com

484-680-1967

TOWN OF MONTGOMERY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION

----- IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for financial assistance from the Town of Montgomery Industrial Development Agency. These answers will also be used in the preparation of papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project. This application is subject to acceptance by the Agency.

TO: Town of Montgomery Industrial Development Agency
110 Bracken Road
Montgomery, New York 12549
Attention: Chief Executive Officer

This application by applicant respectfully states:

APPLICANT: Bluewater I LLC (current land purchase contract vendee/applicant; land contract and application will be assigned to related entity to include financial partner prior to closing)

APPLICANT'S STREET ADDRESS: 52 Lochwood Lane

CITY: West Chester _____ STATE: PA _____ ZIP CODE: 19380

PHONE NO.: 484-680-1967 FAX NO.: N/A E-MAIL: dchase@bwipartners.com

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION: A. DONALD CHASE, MANAGER, STEVEN J. BUTTE, MANAGER

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

NAME OF FIRM: Whiteman, Osterman & Hannah

NAME OF ATTORNEY: Stephen Reilly

ATTORNEY'S STREET ADDRESS: One Commerce Plaza

CITY: Albany _____ STATE: NY _____ ZIP CODE: 12260

PHONE NO.: 518-487-7671 FAX NO.: 518-487-7777 E-MAIL: sreilly@woh.com

NOTE: PLEASE READ THE INSTRUCTIONS ON PAGE 2 BEFORE FILLING OUT THIS APPLICATION.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application and the summary contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using "none" or "not applicable" or "N/A" where the question is not appropriate to the project which is the subject of this application (the "Project").
3. If an estimate is given as the answer to a question, put "(est)" after the figure or answer which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return two (2) copies of this application to the Agency at the address indicated on the first page of this application.
6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein (if applicable, such expenses may be paid out of proceeds of any bonds issued by the Agency to finance the project). The applicant will also be expected to pay all costs incurred by general counsel and bond counsel/special counsel to the Agency. The costs incurred by the Agency, including the Agency's general counsel and bond counsel, may be considered as a part of the project, and if applicable included as a part of any resultant bond issue.
9. The Agency has established an application fee of Five Hundred Dollars (\$500) to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.
10. The Agency has established a project fee for each project in which the Agency participates. UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.

FOR AGENCY USE ONLY

1.	Project Number	
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2.	Date application received by Agency	, 20
3.	Date application referred to attorney for review	, 20
4.	Date copy of application mailed to members	, 20
5.	Date notice of Agency meeting on application posted	, 20
6.	Date notice of Agency meeting on application mailed	, 20
7.	Date of Agency meeting on application	, 20
8.	Date notice of public hearing on application posted	, 20
9.	Date notice of public hearing on application mailed	, 20
10.	Date notice of public hearing on application published	, 20
11.	Date public hearing conducted	, 20
12.	Date Environmental Assessment Form ("EAF") received	, 20
13.	Date Agency completed environmental review	, 20
14.	Date of final approval of application	, 20

AGENCY FEE SCHEDULE INFORMATION

1. APPLICATION FEE: \$500.00 (Non-refundable)

2. AGENCY FEE:

- (a) ¼ of 1% of the first \$2,000,000 of Total Project Costs
- (b) ½ of 1% of the remaining Total Project Cost

3. AGENCY COUNSEL FEE:

- (a) Determine on a Project by Project Basis

SUMMARY OF PROJECT

Applicant: Bluewater I LLC (or assigns)
Contact Person: A. Donald Chase, Manager / Steven J. Butte, Manager
Phone Number: 484-680-1967 / 610-724-0847
Occupant: Confidential
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 [X] 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 [X] 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: \$ ___ 21,500,000 (estimate)
Other (please specify): \$ ___ N/A _____

Note: Occupant will apply separately to TOMIDA for its FFE

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
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 positions hired by occupant, Applicant will not have any FTE jobs. Occupant will provide a comprehensive benefits package to its full-time positions which is excluded from the above salary ranges

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

A. Identity of Company:

1. Company Name: Bluewater I LLC

Present Address: 52 Lochwood Lane, Westchester, PA

Zip Code: 19380

Employer's ID No.: 83-1200375

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? _____, 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)? N If so, indicate name of related organization(s) and relationship: N/A

B. Management of Company:

1. List all owners, officers, members, directors and partners (complete all columns for each person):

NAME (First, Middle, Last) HOME ADDRESS	OFFICE HELD	OTHER PRINCIPAL BUSINESS
A. Donald Chase	Member	None
Stephen J. Butte	Manager	None

2. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes ____; No X.

3. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes ____; No X.

4. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes ____; No X. (If yes to any of the foregoing, furnish details in a separate attachment).

5. If the answer to any of questions 2 through 4 is yes, please, furnish details in a separate attachment.

C. Principal Owners of Company:

1. Principal owners of Company: Is Company publicly held? Yes ____; No X. If yes, list exchanges where stock traded:

2. If no, list all stockholders having a 5% or more interest in the Company:

NAME	ADDRESS	PERCENTAGE OF HOLDING
A. Donald Chase	52 Lochwood Lane, West Chester, PA19380	50%
Stephen J. Butte	52 Lochwood Lane, West Chester, PA19380	50%

D. Company's Principal Bank(s) of account:
Wells Fargo

II. DATA REGARDING PROPOSED PROJECT

A. Summary: The Project, referred to as Project Sailfish, is an approximately 1,010,880 sf warehouse/distribution facility. The facility will be leased to Occupant on a long-term basis. The development will include the building and all appurtenant infrastructure (site work, utilities, roadway improvements, landscaping) and associated exterior improvements (parking and loading areas, sidewalks, lighting and signage).

B. Location of Proposed Project:

1. Street Address: TBD NYS Rt 747 (635 International Blvd)
2. City of N/A
3. Town of Montgomery
4. Village of N/A
5. County of Orange
6. School District: Valley Central
7. Tax Map Number: four parcels:
Parcel 1: 31-1-67
Parcel 2: 31-1-65.22
Parcel 3: 31-1-70.2
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 A
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
 - d. Attach photograph of present buildings. See Exhibit B

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 to be developed and deeded to the Town of Montgomery
 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: \$__44,639__ 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. 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 approximately 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 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 ; 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 fuel tanks and supply lines, security and safety equipment

Note: Occupant will apply separately to the TOMIDA for its personal FFE specific to its use.

2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes ; No . 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 . 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 %
5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:

- a. Will the Project be operated by a not-for-profit corporation? Yes ___; No __. If yes, please explain:

N/A

- b. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes ___; No __. If yes, please explain:

N/A

- c. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York? Yes __; No _____. If yes, please explain:

N/A

- d. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes ___; No _____. If yes, please provide detail:

N/A

- e. Will the Project be located in one of the following: (i) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (ii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? Yes ___; No _____. If yes, please explain: _____

N/A

6. If the answers to any of subdivisions c. through e. of question 5 is yes, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes ___; No _____. If yes, please explain: N/A

7. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes ___; No __X__. If yes, please explain:

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 X; No ____. If yes, please provide detail:

The applicant will be developing a waste water 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). At the conclusion of the development of the project, the WWTP improvements will be deeded to the Town of Montgomery and a to-be-formed sewer district for the purpose of future municipal service (only the improvements will be deeded 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.

G. Other Involved Agencies:

1. Please indicate all other local agencies, boards, authorities, districts, commissions or governing bodies (including any city, county and other political subdivision of the State of New York and all state departments, agencies, boards, public benefit corporations, public authorities or commissions) involved in approving or funding or directly undertaking action with respect to the Project. For example, do you need a municipal building permit to undertake the Project? Do you need a zoning approval to undertake the Project? If so, you would list the appropriate municipal

building department or planning or zoning commission which would give said approvals. See Exhibit C

3. Describe the nature of the involvement of the federal, state, or local agencies described above: See Exhibit C

H. Construction Status:

1. Has construction work on this project begun? Yes ___; No X. If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.:

2. Please indicate amount of funds expended on this Project by the Company in the past three (3) years and the purposes of such expenditures:

Applicant has expended approximately \$1.5M for preliminary due diligence, design, civil engineering, legal and land use/entitlement work

3. Please indicate the date the applicant estimates the Project will be completed: Q3 2020 to Q3 2021.

I. Method of Construction after Agency Approval:

1. If the Agency approves the project which is the subject of this application, there are two methods that may be used to construct the project. The applicant can construct the project privately and sell the project to the Agency upon completion. Alternatively, the applicant can request to be appointed as "agent" of the Agency, in which case certain laws applicable to public construction may apply to the project. Does the applicant wish to be designated as "agent" of the Agency for purposes of constructing the project? Yes X; No ___.

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 X; 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 X; No ___. If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee name: Confidential
Present Address:
City: _____ State: _____ Zip:
Employer's ID No.: Confidential
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 X. 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.

3. 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.

B. What percentage of the space intended to be leased or subleased is now subject to a binding written lease or sublease? 0% - agreement pending and contingent on IDA financial award.

IV. Employment Impact

- A. Indicate the number of people presently employed at the Project site and the **additional** number that will be employed at the Project site at the end of the first and second years after the Project has been completed, using the tables below for (1) employees of the Applicant, (2) independent contractors, and (3) employees of independent contractors. (Do not include construction workers). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding relocated positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

Note: all employment figures given in this application pertain to employees of the Occupant. Applicant will not add local employees.

TYPE OF EMPLOYMENT					
Employees of Applicant					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
Present Full Time	0	0	0	0	0
Present Part Time	0	0	0	0	0
Present Seasonal	0	0	0	0	0
First Year Full Time	25	0	0	775	800
First Year Part Time	0	0	0	0	0
First Year Seasonal	0	0	0	0	0
Second Year Full Time	0	0	0	0	0
Second Year Part Time	0	0	0	0	0
Second Year Seasonal	0	0	0	0	0

TYPE OF EMPLOYMENT Independent Contractors N/A for all categories					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
Present Full Time					
Present Part Time					
Present Seasonal					
First Year Full Time					
First Year Part Time					
First Year Seasonal					
Second Year Full Time					
Second Year Part Time					
Second Year Seasonal					

TYPE OF EMPLOYMENT Employees of Independent Contractors N/A for all categories					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
Present Full Time					
Present Part Time					
Present Seasonal					

First Year Full Time					
First Year Part Time					
First Year Seasonal					
Second Year Full Time					
Second Year Part Time					
Second Year Seasonal					

B. Indicate below (1) the estimated salary and fringe benefit averages or ranges and (2) the estimated number of employees residing in the Mid-Hudson Economic Development Region for all the jobs at the Project site, both retained and created, listed in the tables described in subsection A above for each of the categories of positions listed in the chart below.

RELATED EMPLOYMENT INFORMATION				
N/A for all Categories				
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled
Estimated Salary and Fringe Benefit Averages or Ranges				
Estimated Number of Employees Residing in the Mid-Hudson Economic Development Region ¹				

C. Please describe the projected timeframe for the creation of any new jobs with respect to the undertaking of the Project:

It is anticipated that the Occupant will begin the hiring process roughly four weeks prior to occupying the facility and full employment will be reached within 6 months of opening the facility but no later than 12/31/2021.

¹ The Mid-Hudson Economic Development Region consists of the following counties: Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, and Westchester.

- D. Please prepare a separate attachment describing in detail the types of employment at the Project site. Such attachment should describe the activities or work performed for each type of employment. See Exhibit D

V. Project Cost and Financing Sources

- A. Anticipated Project Costs. State the costs reasonably necessary for the acquisition 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: The following costs and sources provided below are estimates

<u>Description of Cost</u>	<u>Amount</u>
Land	\$36,840,000
Buildings	\$32,660,000
Machinery and equipment costs	N/A See Occupant Application
Utilities, roads and appurtenant costs	In land above
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 will be 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)	\$71,200,000
Public Sector	
Federal Programs	
State Programs	\$4,000,000
Local Programs	
Applicant Equity	In private above
Other (specify, e.g., tax credits)	

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 Real Estate

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: 5 %
- 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.
2. If the answer to question 1 is yes, is the interest on such bonds intended to be exempt from federal income taxation? Yes ; No X.
3. If the answer to question 2 is yes, will any portion of the Project be used for any of the following purposes: N/A
- a. retail food and beverage services: Yes ; No
 - b. automobile sales or service: Yes ; No
 - c. recreation or entertainment: Yes ; No
 - d. golf course: Yes ; No
 - e. country club: Yes ; No
 - f. massage parlor: Yes ; No
 - g. tennis club: Yes ; No
 - h. skating facility (including roller skating, skateboard and ice skating): Yes ; No
 - i. racquet sports facility (including handball and racquetball court): Yes ; No
 - j. hot tub facility: Yes ; No
 - k. suntan facility: Yes ; No
 - l. racetrack: Yes ; No
4. If the answer to any of the above questions contained in question 3 is yes, please furnish details on a separate attachment. N/A

B. Tax Benefits

1. Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency? Yes X; No _____. If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy? Yes X; No _____.
2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes X; No _____. If yes, what is the approximate amount of financing to be secured by mortgages? \$60,000,000.
3. Is the applicant expecting to be appointed agent of the Agency for purposes of avoiding payment of N.Y.S. Sales Tax or Compensating Use Tax? Yes X; No _____. If yes, what is the approximate amount of purchases which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? \$40,000,000
4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of each exemption.
 - a. N.Y.S. Sales and Compensating Use Taxes: _____ \$3,200,000 _____
 - b. Mortgage Recording Taxes: _____ \$600,000 _____
 - c. Real Property Tax Exemptions: _____ \$21,500,000 _____
 - 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 filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.
- D. Annual Employment Reports. The applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, within 45 days of the end of the calendar year, reports regarding the number of people employed at the Project site, including (1) the NYS-45 – Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return – for the quarter ending December 31 (the “NYS-45”), and (2) the US Dept. of Labor BLS 3020 Multiple Worksite report if applicable.
- E. Uniform Agency Project Agreement. The applicant agrees to enter into a project benefits agreement with the Agency where the applicant agrees that (1) the amount of Financial Assistance to be received shall be contingent upon, and shall bear a direct relationship to the success or lack of success of such project in delivering certain described public benefits (the “Public Benefits”) and (2) the Agency will be entitled to recapture some or all of the Financial Assistance granted to the applicant if the project is unsuccessful in whole or in part in delivering the promised Public Benefits.
- F. Representation of Financial Information. Neither this Application nor any other agreement, document, certificate, project financials, or written statement furnished to the Agency or by or on behalf of the applicant in connection with the project contemplated by this Application contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements contained herein or therein not misleading. There is no fact within the special knowledge of any of the officers of the applicant which has not been disclosed herein or in writing by them to the Agency and which materially adversely affects or in the future in their opinion may, insofar as they can now reasonably foresee, materially adversely affect the business, properties, assets or condition, financial or otherwise, of the applicant.

- G. Agency Financial Assistance Required for Project. The Project would not be undertaken but for the Financial Assistance provided by the Agency or, if the Project could be undertaken without the Financial Assistance provided by the Agency, then the Project should be undertaken by the Agency for the following reasons:

The long-term tax abatement (PILOT) and cost reduction aspects (mortgage recording tax and sales tax exemptions) of the IDA policy are essential in leveling the economics for a project of this nature when considering comparable out of state locations. These initial and ongoing savings are directly passed through to the Company/Occupant and are critical in the establishment of the operation at the site. The occupant is considering similar locations in neighboring states of CT, NJ and PA and could locate its operation in any of those states.

- H. Compliance with Article 18-A of the General Municipal Law: The Project, as of the date of this Application, is in substantial compliance with all provisions of article 18-A of the General Municipal including, but not limited to, the provisions of Section 859-a and subdivision one of Section 862; and the provisions of subdivision one of Section 862 of the General Municipal Law will not be violated if Financial Assistance is provided for the Project.

- I. Compliance with Federal, State, and Local Laws. The applicant is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.

- J. False or Misleading Information. The applicant understands that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of Agency involvement in the Project.

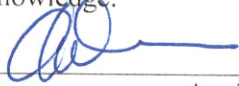
- K. Absence of Conflicts of Interest. The applicant acknowledges that the members, officers and employees of the Agency are listed on the Agency's website. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

N/A

- L. Additional Information. Additional information regarding the requirements noted in this Application and other requirements of the Agency are included in the Agency's Policies which can be accessed at:

[http://www.townofmontgomery.com/DepartmentsBoards/Boards/IndustrialDevelopment Agency.](http://www.townofmontgomery.com/DepartmentsBoards/Boards/IndustrialDevelopmentAgency)

I affirm under penalty of perjury that all statements made on this application are true, accurate, and complete to the best of my knowledge.



Applicant

By:

A. DONALD CHASS

Title:

MANAGER

NOTE: APPLICANT MUST ALSO COMPLETE THE APPROPRIATE VERIFICATION APPEARING ON PAGES 24 THROUGH 27 HEREOF BEFORE A NOTARY PUBLIC AND MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 28.

VERIFICATION

(If applicant is limited liability company)

STATE OF New York

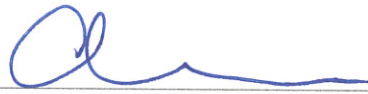
) SS.:

COUNTY OF Orange

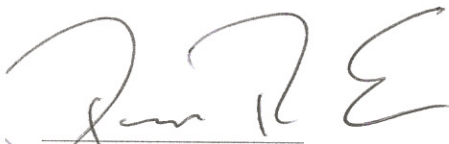
A. DONALD CHASS, deposes and says
(Name of Individual)

that he is one of the members of the firm of BLUWATER I LLC,
(Limited Liability Company)

the limit liability company named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as a member of and from the books and papers of said limited liability company.



Sworn to before me this
13th day of December, 2018.


(Notary Public)

DAVID R. EVERETT
Notary Public, State of New York
Qualified in Columbia County
No. 02FV4994996
Commission Expires April 13, 2022

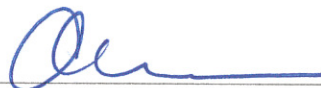
NOTE: THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS THE HOLD
HARMLESS AGREEMENT APPEARING ON PAGE 30 IS SIGNED BY THE APPLICANT.

HOLD HARMLESS AGREEMENT

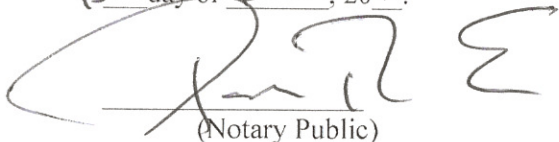
Applicant hereby releases Town of Montgomery Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency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

(Applicant)

BY: _____



Sworn to before me this
13th day of December, 2018



(Notary Public)

DAVID R. EVERETT
Notary Public, State of New York
Qualified in Columbia County
No. 02EV4994996
Commission Expires April 13, 2022

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	\$21,000,000
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

B.	Building-Related Costs	\$32,660,000
1.	Acquisition of existing structures	
2.	Renovation of existing structures	
3.	New construction costs	\$32,660,000
4.	Electrical systems	
5.	Heating, ventilation and air conditioning	
6.	Plumbing	
7.	Other building-related costs (describe)	
C.	Machinery and Equipment Costs	N/A see occupant application
1.	Production and process equipment	\$
2.	Packaging equipment	\$
3.	Warehousing equipment	\$
4.	Installation costs for various equipment	\$
5.	Other equipment-related costs (describe)	\$
D.	Furniture and Fixture Costs	N/A see occupant application
1.	Office furniture	\$
2.	Office equipment	\$
3.	Computers	\$
4.	Other furniture-related costs (describe)	\$
E.	Working Capital Costs	\$3,500,000
1.	Operation costs	
2.	Production costs	
3.	Raw materials	
4.	Debt service	\$3,500,000
5.	Relocation costs	
6.	Skills training	
7.	Other working capital-related costs (describe)	
F.	Professional Service Costs	\$2,200,000
1.	Architecture and engineering	\$2,000,000
2.	Accounting/legal	See above
3.	Other service-related costs (describe)	\$200,000
G.	Other Costs	
1.		\$
2.		\$

H.	Summary of Expenditures	
1.	Total Land-Related Costs	\$36,840,000
2.	Total Building-Related Costs	\$32,660,000
3.	Total Machinery and Equipment Costs	N/A see occupant application
4.	Total Furniture and Fixture Costs	N/A see occupant application
5.	Total Working Capital Costs	\$3,500,000
6.	Total Professional Service Costs	\$2,200,000
7.	Total Other Costs	

PROJECTED PROFIT

I. Please provide projected profit as defined by earnings after income tax but before depreciation and amortization:

N/A Applicant views this information as proprietary for it (confidential) occupant

YEAR	Without IDA benefits	With IDA benefits
1	\$ _____	\$ _____
2	\$ _____	\$ _____
3	\$ _____	\$ _____
4	\$ _____	\$ _____
5	\$ _____	\$ _____

PROJECTED CONSTRUCTION EMPLOYMENT IMPACT

I. Please provide estimates of total construction jobs and the total annual wages and benefits of construction jobs at the Project:

Note: NY state income tax cacl: average wage for 350 workers at 6.45% of \$ over \$21,400

Year	Number of Construction Jobs	Total Annual Wages and Benefits	Estimated Additional NYS Income Tax
Current Year		\$ _____	\$ _____
Year 1	300-400	\$38,000-68,000	\$ 700,000
Year 2		\$ _____	\$ _____
Year 3		\$ _____	\$ _____
Year 4		\$ _____	\$ _____
Year 5		\$ _____	\$ _____

PROJECTED PERMANENT EMPLOYMENT IMPACT

- I. Estimates of the total number of existing permanent jobs to be preserved or retained as a result of the Project are described in the tables in Section IV of the Application. N/A, all jobs are new
- II. Estimates of the total new permanent jobs to be created by the Project are described in the tables in Section IV of the Application. 800
- III. Please provide estimates for the following:
 - A. Creation of New Job Skills relating to permanent jobs. Please complete Schedule A. See Exhibit D
- IV. Provide the projected percentage of employment that would be filled by Town of Montgomery residents: TBD, it is likely that the workforce catchment area for this project will include all of Orange County and parts of the surrounding counties. Given the large number of new jobs, qualified employees who are residents of the Town of Montgomery would have significant representation in the Occupant's workforce.
 - A. Provide a brief description of how the project expects to meet this percentage: The Occupant will offer employment opportunities at the facility through various hiring methods including local advertising, job fairs and postings available to residents of the Town of Montgomery.

PROJECTED OPERATING IMPACT

- I. Please provide estimates for the impact of Project operating purchases and sales:*

Additional Purchases (1 st year following project completion)	\$TBD
Additional Sales Tax Paid on Additional Purchases	\$TBD
Estimated Additional Sales (1 st full year following project completion)	\$TBD
Estimated Additional Sales Tax to be collected on additional sales (1 st full year following project completion)	\$TBD

*The project is expected to incur annual purchase related to ongoing maintenance of the facility including but not limited to capital expenditures that may replace or upgrade equipment that becomes functionally obsolescent. The occupant will not conduct direct sales at the project.

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

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

CERTIFICATION

I certify that I have prepared the responses provided in this Questionnaire and that, to the best of my knowledge; such responses are true, correct, and complete.

I understand that the foregoing information and attached documentation will be relied upon, and constitute inducement for, the Agency in providing financial assistance to the Project. I certify that I am familiar with the Project and am authorized by the Company to provide the foregoing information, and such information is true and complete to the best of my knowledge. I further agree that I will advise the Agency of any changes in such information, and will answer any further questions regarding the Project prior to the closing.

I affirm under penalty of perjury that all statements made on this application are true, accurate and complete to the best of my knowledge.

Date Signed: 12-13, 2018.

Name of Person Completing Project Questionnaire on behalf of the Company.

Name: A. DONALD CHASE

Title: MEMBER

Phone Number: 484-680-1967

Address: 52 LOCKWOOD LANE
West Chester PA 19380

Signature: 

SCHEDULE A

CREATION OF NEW JOB SKILLS

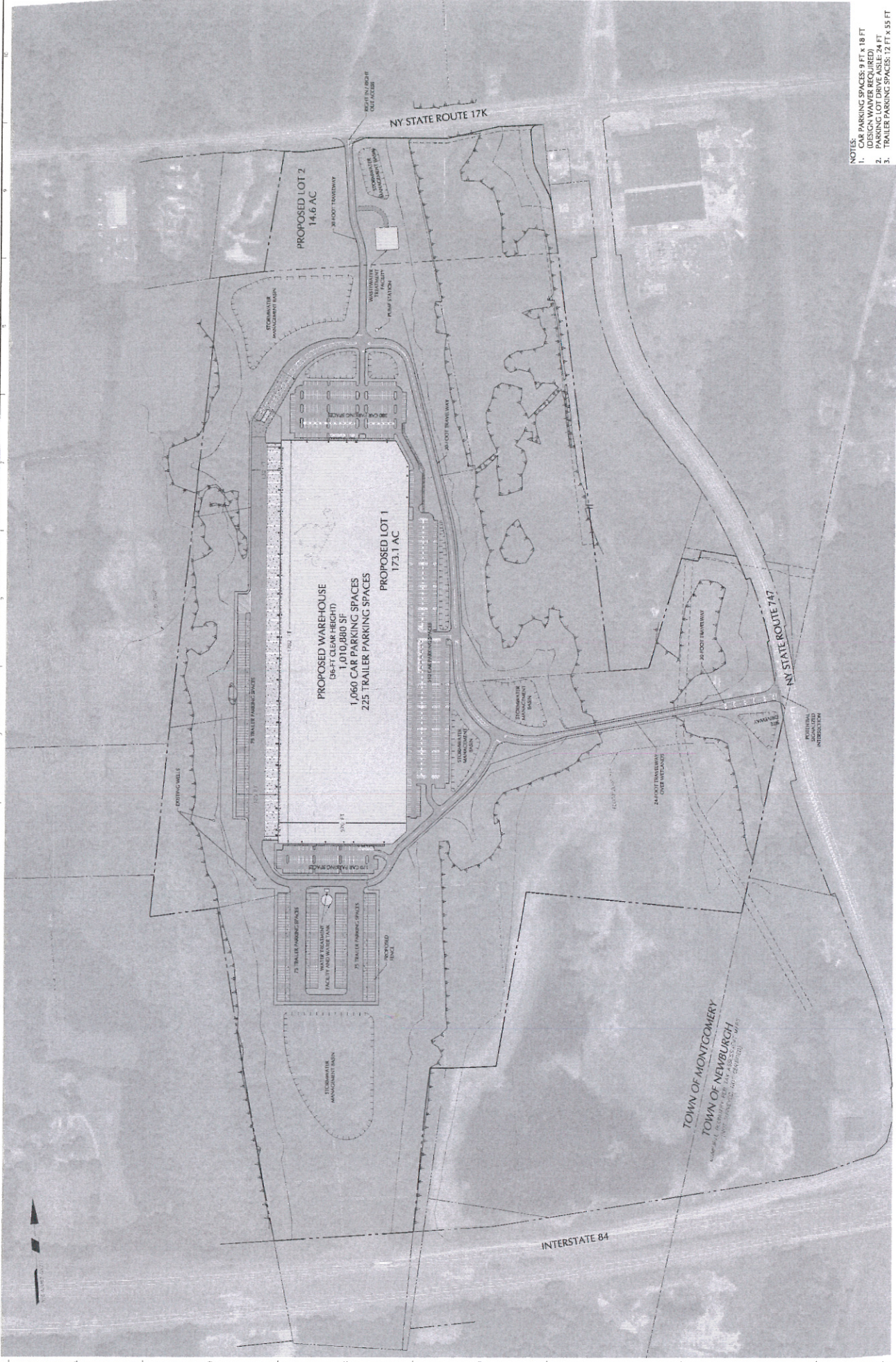
Please list the projected new job skills for the new permanent jobs to be created at the Project as a result of the undertaking of the Project by the Company.

New Job Skills	Number of Positions Created	Range of Salary and Benefits
See Exhibit D		

Should you need additional space, please attach a separate sheet.

Exhibit A Photo of existing abandoned home





- NOTES:
 1. PARKING SPACES: 9 FT X 18 FT
 2. DESIGN WAY REQUIRED
 3. TRAILER PARKING SPACES: 12 FT X 55 FT

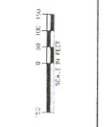
Project No.	10630601
Date	02/27/2018
Scale	1"=100'-0"
Drawn by	JL
Checked by	EC

**SITE PLAN
(ALTERNATE
LAYOUT)**

PROJECT SAILFISH
 TOWN OF MONTCORMERY
 ORANGE COUNTY, NEW YORK

LANGRAN
 Landscape Architecture and Geology, P.A.C.
 707 Westchester Avenue, Suite 304
 White Plains, NY 10604
 P: 914.262.5000 F: 914.262.5147 www.langran.com

DATE	02/27/2018
SCALE	1"=100'-0"
PROJECT	PROJECT SAILFISH
LOCATION	TOWN OF MONTCORMERY, ORANGE COUNTY, NY
CLIENT	TOWN OF MONTCORMERY
DESIGNER	LANGRAN



TOWN OF MONTCORMERY
 TOWN OF NEWBURGH
 INTERSTATE 84

LANGRAN
 Landscape Architecture and Geology, P.A.C.
 707 Westchester Avenue, Suite 304
 White Plains, NY 10604
 P: 914.262.5000 F: 914.262.5147 www.langran.com

Town of Montgomery IDA Application Exhibit C

Town of Montgomery Permits and Approvals

Permit/Approval	Agency Issuing Approval	Comments
Site Plan	Planning Board	4Q 2018
Special Exception Use - Warehouse	Planning Board	4Q 2018
Special Exception Use - WWTP	Planning Board	4Q 2018
Subdivision	Planning Board	4Q 2018
Zoning Map Amendment	Town Board	4Q 2018
Area Variances	Zoning Board of Appeals	4Q 2018
Building Permit	Building Inspector	1Q 2019
Certificate of Occupancy	Building Inspector	At project completion
Tree Permit	Town Board	4Q 2018
Approval of Stormwater Pollution Prevention Plan ("SWPPP")	Stormwater Management Officer	1Q 2019
MS4 SWPPP Acceptance	Stormwater Management Officer	1Q 2019
State Environmental Quality Review Act ("SEQRA") Compliance	Planning Board (Lead Agency)	4Q 2018
Approval of Stormwater access, maintenance and operation easements and agreements	Town Board	4Q 2018
Local Air Permit	Town Board	1Q 2019
Operators Permit	Building Inspector	1Q 2019
Developer's Agreement	Town Board	4Q 2018
Public Sewer District	Town Board	4Q 2018
On-Site Wastewater Treatment Plant/System	Town Superintendent of Sewers	4Q 2018
Conveyance/Dedication of WWTP/Property to Town	Town Board	At project completion
Stormwater 5 Acre Waiver	Stormwater Management Officer	1Q 2019

	/Building Inspector (MS4)	
--	------------------------------	--

Orange County Permits and Approvals

General Municipal Law §§ 239-m and 239-n referral	Orange County Planning Department	1Q 2019
Water Supply (well)	Orange County Department of Health ("OCDOH")	4Q 2018
On-Site Wastewater Treatment Plant/System	OCDOH	4Q 2018

New York State Permits and Approvals

General SPDES Permit for Stormwater Discharges Associated with Construction Activities	New York State Dep't of Environmental Conservation ("NYSDEC")	4Q 2018
SPDES Permit for Wastewater Discharges	NYSDEC	1Q 2019
Multi-Sector General SPDES Permit for Stormwater Discharges Associated with Industrial Activity	NYSDEC	1Q 2019
Article 15 Protection of Waters Permit – Protected Stream Disturbance	NYSDEC	1Q 2019
Article 15 Protections of Waters Permit – Dam	NYSDEC	1Q 2019
Article 24 Freshwater Wetlands Permit	NYSDEC	1Q 2019
Section 401 Water Quality Certification	NYSDEC	1Q 2019
Air Permit/Registration	NYSDEC	1Q 2019
Air Registration	NYSDEC	1Q 2019
Endangered Species Opinion and Bat Regulation	NYSDEC	4Q 2018
Incidental Take Permit		

Highway Work Permit	New York Department of Transportation ("NYSDOT")	4Q 2018
Highway Use and Occupancy Permit	NYSDOT	4Q 2018
DOT Sign Program Registration	NYSDOT	4Q 2018
Section 14.09 Historic Review / Cultural Resources No Impact Letter	New York State Historic Preservation Office ("SHPO")	4Q 2018

Federal Government Permits and Approvals

Section 404 Permit	ACOE	4Q 2018
Airport FAA Approval (Form 760-1)	Federal Aviation Administration ("FAA")	4Q 2018
Endangered Species Opinion	U.S. Fish and Wildlife	4Q 2018

Town of Montgomery IDA Application – Exhibit D

Jobs Descriptions Pay and Benefits:

Job Categories and Description:

- Associate
 - Associate position may be required to receive products using radio frequency scanners, relocate products using forklifts, pallet jacks and walkie-riders. They also may also be required to pick customer orders, pack and ship customer orders, receive product and troubleshoot problems to resolution. Associates are expected to understand aspects of production; adhere to strict safety, quality, and production standards. Dependent on business need, position may require for associate to be willing and able to work on powered equipment (i.e forklift or cherry picker).

- Lead Associate – Training & Team Leaders
 - Leading trainings/and or start of shift meetings to a group of 20+ associates
 - Coaching, training and communicating with associates and managers
 - Talking in front of a group as well as one-on-one with an individual
 - Giving and receiving effective feedback
 - Troubleshooting problems through to resolution, escalating as necessary
 - Performing production duties as needed: pick/pack orders, receive/stow product,
 - ensure inventory accuracy, and unload/load trucks at or above the rate expectation for each task
 - Participating in Lean/Kaizen, Black Belt, and other process improvement initiatives in some capacity
 - Assisting in keeping work area clean and organized

- Lead Associate – Data, Flow and Inventory Leaders
 - Researching, analyzing and interpreting data and trends
 - Creation, communication and monitoring of inventory flow and/or scheduling
 - Frequent use of math and logic
 - Communicating with fellow employees, managers and vendors to coordinate activities according to needs
 - Participating as onsite escalation contact, where and when appropriate
 - Training and supporting associates and managers
 - Extensive use of computers and various web based programs
 - Performing production duties as needed: pick/pack orders, receive/stow product, ensure inventory accuracy, and unload/load trucks at or above the rate expectation for each task
 - Troubleshooting problems through to resolution, escalating to Area Manager as necessary
 - Participating in Lean/Kaizen, Black Belt, and other process improvement initiatives in some capacity
 - Assisting in keeping work area clean and organized

- Area Manager
 - Four key areas that you'll always focus on are the safety, quality, customer experience, and productivity of your department.
 - Review the work forecasts and determine your productivity requirements to produce during the day to meet the overall building objectives.
 - Partner with other Area Managers to balance labor ensuring that you are operating a balanced and efficient shift while meeting all of your goals.
 - Support all safety programs and OSHA compliance to ensure a safe work environment for all associates.
 - Proactively identify and lead process improvement initiatives and Lean tools

- Operations Manager
 - Lead and supervise a team of Area Managers (2-5 front-line supervisors depending on location) and 100-300 hourly associates in outbound or inbound operations within the Fulfillment Center.
 - Responsible for the overall safety, quality and performance and customer experience of the shift.
 - Carry out supervisory responsibilities in accordance with the organization's policies and procedures.
 - Accountability for meeting and exceeding operational goals
 - Strategic planning and forecasting; appraise performance; reward and discipline employees; resolve problems; and address staffing needs
 - Mentor, train and develop teammates for career progression and learning
 - Ability to develop and share best practices across the shifts and network.
 - This position requires a candidate with the proven ability to drive process improvements and the ability to keep pace with our explosive growth while motivating others to meet the challenges of an extremely deadline-driven environment.

Pay scale

- At least 775 Hourly positions ~\$31/yr (annualized) based on a 40 hr. work week and 2080 hours/yr (\$15/hr) for Tier I Associates
- At least 25 Salaried positions ~\$60K/yr. +(annualized) based on a 40 hr. work week and 2080 hours

Benefits:

- Successful candidates will be required to pass a post offer, pre-employment drug screen and a background check in accordance with all federal, state and local laws.
- Employees will also be entitled, during the term of their employment, to such vacation, medical, 401k, and other employee benefits as the Company may offer from time to time, subject to applicable eligibility requirements.
- Company is an Equal Opportunity-Affirmative Action Employer-Minority/Female/Disability/Veteran/Gender Identity/Sexual Orientation.

Workforce Development/ Training

Training plays a critical role in the development of new hires' skills and abilities, without which the facilities cannot operate. The goals and objectives of Company's training process include familiarizing

associates with Company's culture and values, following safe practices while performing warehouse operations, and attaining job proficiency.

The new-hire training will enable Company to be more competitive by increasing efficiency and providing employees with the skills needed to efficiently fulfill customer orders on a day-to-day basis. Employees that successfully complete training programs demonstrate higher levels of productivity, fewer errors, and are better positioned for future advancement. Company's fulfillment operations are industry leading and we recognize that it is necessary to invest in the learning and development of our employees to maintain our current levels of operational excellence and continue providing a best in class customer experience.

After completion of training, fulfillment associates are significantly more efficient and productive. We recognize the value of our employee base who have completed their initial required training through pay increases and additional career advancement opportunities. For example, fulfillment associates who complete required training and remain for 12 months after the training is complete will be eligible for 95% prepaid tuition under our Career Choice program.

Career Choice

Career choice - A unique benefit that helps us attract the very best talent to serve our customers. Pre-pays 95 percent of tuition of to \$3,000 per year for a total of \$12,000 for four years. This benefit allows employees to take college and industry certification courses related to in-demand fields, regardless of whether the skills are relevant to a career at Company. Benefit is afforded to Associates with a minimum of one year of service and who are in good standing with the Company.

Exhibit E

Project Name: BWIP Montgomery - Project Sailfish

Land Value	\$ 891,900
Proposed Size of Building (Sq Ft)	1,010,880
Building Value Estimated at \$55 psf	\$ 55
Building value estimate	\$ 55,598,400
Building/Land and Assessment Value	\$ 55,598,400
Equalization Rate	100.00%

Note: at a 68% equalization rate the approximate market value is \$82 Million

	Tax Rates Per Thousand	Ad Valorem Tax	Tax on existing land	Total Tax
Orange County	\$ 5.44	\$302,455	\$4,852	\$307,307
PT Town	\$ 2.95	\$164,015	\$2,631	\$166,646
Town of Montgomery	\$ 1.45	\$80,618	\$1,293	\$81,911
Highway	\$ 2.32	\$128,988	\$2,069	\$131,057
Valley Central SD	\$ 34.90	\$1,940,384	\$31,127	\$1,971,511
Coldenham Fire	\$ 2.99	\$166,239	\$2,667	\$168,906
Total Tax (Per Annum)	\$ 60.05	\$2,782,700	\$44,640	\$2,827,340

15 Year PILOT Program:	Year	PILOT %	Pilot Savings	PILOT PAYMENTS		PILOT + Existing Land Payments
				(Excluding Land)	Land Payment	
	1	100%	\$2,782,700	\$ 0	\$ 44,640	\$ 44,640
	2	100%	\$2,782,700	\$ 0	\$ 44,640	\$ 44,640
	3	100%	\$2,782,700	\$ 0	\$ 44,640	\$ 44,640
	4	100%	\$2,782,700	\$ 0	\$ 44,640	\$ 44,640
	5	100%	\$2,782,700	\$ 0	\$ 44,640	\$ 44,640
	6	50%	\$1,391,350	\$ 1,391,350	\$ 44,640	\$ 1,435,990
	7	45%	\$1,252,215	\$ 1,530,485	\$ 44,640	\$ 1,575,125
	8	40%	\$1,113,080	\$ 1,869,620	\$ 44,640	\$ 1,714,260
	9	35%	\$973,945	\$ 1,808,755	\$ 44,640	\$ 1,853,395
	10	30%	\$834,810	\$ 1,947,890	\$ 44,640	\$ 1,992,530
	11	25%	\$695,675	\$ 2,087,025	\$ 44,640	\$ 2,131,665
	12	20%	\$556,540	\$ 2,226,160	\$ 44,640	\$ 2,270,800
	13	15%	\$417,405	\$ 2,365,295	\$ 44,640	\$ 2,409,935
	14	10%	\$278,270	\$ 2,504,430	\$ 44,640	\$ 2,549,070
	15	5%	\$139,135	\$ 2,643,565	\$ 44,640	\$ 2,688,205
Totals			\$21,565,924	\$20,174,574	\$669,594	\$ 20,844,168

Estimated Property Tax Savings

Sales Tax Savings Building (\$40,000,000 x 8.00%) (Project hard Costs are estimated at this point).	\$ 3,200,000
Mortgage Recording Tax Savings (1% of Mortgage anticipated to be \$60M) Loan is an estimate at this point.	\$ 600,000
TOTAL POTENTIAL TAX SAVINGS	\$ 25,365,924