

DATED: January 14, 2021
DRAFT FOR DISCUSSION PURPOSES ONLY

OFFICERS

CHAIR
James Malcolm

VICE CHAIR
& ASSISTANT TREASURER
Faye Storms

TREASURER
Dr. Diane Eynon

SECRETARY
Michael J. Ham

ASSISTANT SECRETARY
Orlando Reece

ASSISTANT SECRETARY
Daniel Savona

CHIEF EXECUTIVE OFFICER
Rose Woodworth

CHIEF FINANCIAL OFFICER
Richard O. Jones

BOARD MEMBERS

Dr. Diane Eynon
Michael J. Ham
Richard O. Jones
James Malcolm
Orlando Reece
Daniel Savona
Faye Storms

January 20, 2021 - 9:00 AM

via Zoom - <https://us02web.zoom.us/j/81641119687> Meeting ID: 816 4111 9687

One tap mobile - +16465588656, 81641119687# US (New York)

AGENDA

1. Call to Order
2. Pledge of Allegiance
3. Roll Call **(page 2)**
4. Mission Statement
5. Approval of the Minutes – December 16, 2020 Regular Meeting **(page 3)**
6. Executive Session *(if necessary)*
7. Financials **(page 12)**
8. Chair's Report
9. Committee Reports
 - Audit
 - Construction Labor Monitoring Reports **(page 14)**
 - Finance
 - Governance
10. Chief Executive Officer's Report
 - Organizational Resolutions
 - Election of Chairman **(page 15)**
 - Election of Balance of Officers **(page 19)**
 - Housekeeping Resolutions **(page 23)**
11. Old Business
 - Status of Pending Projects **(page 31)**
 - Kingstonian, LLC **(page 32)**
12. New Business
 - Apherea, Inc. **(page 54)**
 - PPE Grants for Board Consideration **(page 80)**
13. Public Comment (Agenda Items Only)
14. Adjournment

The next meeting of the Ulster County Industrial Development Agency is scheduled for
9:00 a.m., February 17, 2021.

The mission of the Ulster County Industrial Development Agency is to advance the job opportunities, general prosperity and long-term economic vitality of Ulster County residents by targeting tax incentives, bonding and other assistance to foster creation and attraction of new business and the retention and expansion of existing business.

Item 3.

Roll Call

	<u>Present</u>	<u>Absent</u>
James Malcolm, Chair	_____	_____
Faye Storms, Vice Chair/Assistant Treasurer	_____	_____
Diane Eynon, Treasurer	_____	_____
Michael J. Ham, Secretary	_____	_____
Orlando Reece, Assistant Secretary	_____	_____
Daniel Savona, Assistant Secretary	_____	_____
Richard O. Jones, Member	_____	_____

DRAFT

UCIDA

Ulster County Industrial Development Agency

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY MINUTES December 16, 2020

A regular monthly meeting of the Ulster County Industrial Development Agency was held on Wednesday, December 16, 2020 at 9:00 A.M. via Zoom

Roll Call:

The following agency members were present:

James Malcolm	Chair
Faye Storms	Vice Chair/Assistant Treasurer
Dr. Diane Eynon	Treasurer
Orlando Reece	Assistant Secretary
Daniel Savona	Assistant Secretary
Richard O. Jones	Member/Chief Financial Officer

Absent from 9:56 A.M. - 9:58 A.M.

and 10:13 A.M. - 10:30 A.M.

Absent from 10:13 A.M. - 10:15 A.M.

The following agency members were absent with notice:

Michael J. Ham	Secretary
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Additional Attendees:

Rose Woodworth	Chief Executive Officer
A. Joseph Scott, III, Esq.	Special Counsel
Joseph Eriole	Local Board Counsel

The meeting was called to order at 9:04 A.M. by Chair James Malcolm.

PLEDGE OF ALLEGIANCE

The members of the Agency participated in the Pledge of Allegiance to the flag.

ROLL CALL

Roll was called, and it was noted that a quorum was present.

READING OF THE UCIDA MISSION STATEMENT

The mission of the Ulster County Industrial Development Agency is to advance the job opportunities, general prosperity and long-term economic vitality of Ulster County residents by targeting tax incentives, bonding, and other assistance to foster creation and attraction of new business and the retention and expansion of existing business.

PUBLIC COMMENT

Due to time constraints, the Chair deviated from the agenda to allow for the Chair of the Legislature, David Donaldson, to voice his comment. Chair Donaldson stated that the Kingstonian is the third attempt to develop in that specific area, and the first to brought forth by a local developer. The plan was a result of the Mayor asking for bids to create more parking. He stated that the last major development in the City of Kingston was the Kingston Plaza in the early 1980s. Chair Donaldson explained that the City Council reviewed the plan for about two months, made changes, and then approved the plan. Next, the Legislature reviewed the plan for about two months, and the County Executive had an independent analysis conducted. The analysis brought forth some new information and an adjustment to the IDA PILOT in response. Chair Donaldson pointed out that members of the School Board spoke out against the Kingstonian before reviewing the plan, and he noted that one member is involved in a citizen action group that has worked to block any development in Kingston unless it is affordable housing. Chair Donaldson stated that only a quarter of the school board members listened to the plan of development, while the remaining members got their information based off of hearsay or news articles, and then voted against the project. Chair Donaldson voiced his support for the Kingstonian. He understands why the IDA members want input by the taxing jurisdictions, but he reminded them that they were chosen by the Legislature to be independent.

MINUTES

Motion: Richard Jones, seconded by Faye Storms, moved to approve the minutes of the November 18, 2020 meeting as presented.

Vote: The motion was unanimously adopted (6-0).

EXECUTIVE SESSION

Motion: Daniel Savona, seconded by Richard Jones, made a motion to go into Executive Session for the purpose of the advice of counsel.

Vote: The motion was unanimously adopted (6-0).

The Board entered into Executive Session at 9:15 A.M.

Motion: Diane Eynon, seconded by Richard Jones, made a motion to come out of Executive Session.

Vote: The motion was unanimously adopted (6-0).

The Board came out of Executive Session at 9:54 A.M.

No action was taken during Executive Session.

FINANCIALS

Chief Financial Officer Richard O. Jones presented the November financial report. The Agency's income is on budget. Since revising the budget, the Administrative Fees are now at 87% of the budgeted amount. The Contracts for Other Services is over budget as of November, the CEO will look into the most recent payment that may have been mis-classified. The Agency is overbudget for Dues and Fees because the NYS Economic Development Council raised their annual fee from \$750 to \$850. The Cash on Hand is \$730,549.15. The Accounts Receivable is the money that is due Jan 1, 2021 from Golden Hill. The PPE grant expense is at \$117,392.03 of the budgeted \$200,000. More grant applications will be reviewed later in the meeting.

Motion: Daniel Savona, seconded by Faye Storms, made a motion to accept the financial report for November 2020 as presented.

Vote: The motion was unanimously adopted (6-0).

CHAIR'S REPORT

James Malcolm presented the Chair's Report. As part of his report, the Chair noted that he has had many invitations to speak with prospective applicants.

CHIEF EXECUTIVE OFFICER'S REPORT

Orlando Reece temporarily excused himself at 9:56 A.M.

Rose Woodworth presented the Chief Executive Officer's report. As part of her report, she reported on the following:

- A. Minutes – Staff noticed a typo in the October Board minutes. Under the Governance Committee, it said there was a motion to approve the finance report, but it should have read that there was a

motion to approve the governance report. Special Counsel advised the CEO to correct the minutes and inform the Board of the change.

- B. Board of Directors Meeting Schedule – The CEO presented the 2021 meeting schedule. Members had expressed concerns regarding the date of the January meeting since it falls on Inauguration Day. The members agreed to leave the schedule as is.
- C. M&T Bank Transfer – The signers executed the necessary documents which have been delivered to M&T Bank. The accounts and online access are in the process of being set up.
- D. Open Meetings Law – The Governor passed an Executive Order which includes the extension for public meetings and hearings to be held remotely for another 30 days, until January 1, 2021. The next Board meeting is scheduled for after the end date of the order, but the CEO is confident that this will be extended again.
- E. Project Close-Outs Update –
 - a. Kingston Hospitality – The Project's attorney has COVID and has now asked Hodgson Russ to prepare the closing documents. Due to the late request, his firm will do their best to close out by the end of the year, if not, early in 2021.

Orlando Reece returned at 9:58 A.M.

- b. Lloyd Park II – The Chair signed the documents last month and they were delivered to the County.
- c. Simuloids – The Chair signed the documents last month and they were delivered to the County.
- d. Tee Bar – Project expired this year. The Project has been is working with Hodgson Russ to close.
- e. Elna Magnetics – Project expired this year. The Project has been in contact with Hodgson Russ. The CEO also discussed the importance of closing before year end at her site visit this month.
- f. Gardiner Library – The CEO reported that there has been some difficulty clarifying whether or not the bonds have been refinanced. Joseph Scott reported that the Project questioned whether or not they were still a project of the IDA. The records indicate that the bond that was originally issued in 2009 is still outstanding. Originally the Project indicated that the bond was paid off, but later stated that they had been misunderstood, and the bond was not paid off. The Project expressed concern that there has been no recent activity with The IDA so they do not understand why they have to comply with annual reporting. Joseph Scott explained that since the bond is still outstanding, by the

IDA regulations and New York State laws the Project still needs to comply with the annual report. The Project has been fully advised of the situation and has not responded to Joseph Scott's most recent email.

- g. Spotted Dog Ventures – The Agency is awaiting signed forms from the Project. Hodgson Russ has a reminder to follow up.
- F. Mentoring – The Conversation about Gardiner Library prompted the Chair to bring up the past idea of the Agency working with Economic Development to form a mentoring Program for the Projects. The CEO will check with Economic Development. The CEO and Chair also discussed a quick reference sheet or checklist that outlines the Projects responsibilities to the IDA.
- G. Financials – Richards Jones had more information to add to his financial report. He had become aware that both attorneys have expended a lot of time working on the Kingstonian Project. He requested that the Agency receives the legal bills by year end to send to the Kingstonian.
- H. Intern – The CEO will contact SUNY Ulster and SUNY New Paltz again as she has not received any updates about an intern.
- I. Applicants – The CEO reported that she met with another project that is working to finish their application and meet with the pre-screen committee in January. There is also a pre-screen scheduled for next week with an Applicant in Highland.

Daniel Savona temporarily excused himself at 10:12. A.M.

- J. Site Visits – The CEO has begun conducting site visits via Zoom. Some Projects are really struggling, and others have had amazing stories about adapting to the issues that COVID has created. The Board members are encouraged to attend a few visits.

Orlando Reece temporarily excused himself at 10:13 A.M.

- K. Westchester Medical Center – Richard Jones asked the CEO to update the Board on the letter going to Westchester Medical Center. The letter has been prepared and is currently being reviewed by staff and counsel.

Motion: James Malcolm, seconded by Richard Jones, made a motion to accept the CEO's report as presented.

Vote: The motion was unanimously adopted (4-0).

COMMITTEE REPORTS

Audit Committee

- **Construction Labor Monitoring Reports** – Dr. Eynon reported that the November labor report from Loewke Brill indicated that Inness NY, LLC is at 91% compliance for the month, with 78.23% overall compliance.

Daniel Savona returned at 10:15 A.M.

- **Fee Schedule Guidelines** – The Board reviewed the three proposed changes to the policy at the last meeting but inadvertently missed voting on the changes.

Motion: Faye Storms, seconded by Richard Jones, made a motion to approve the changes to the Fee Schedule Guidelines as presented.

Vote: The Board voted as follows:

James Malcolm	Aye
Faye Storms	Aye
Dr. Diane Eynon	Aye
Michael J. Ham	Absent
Orlando Reece	Absent
Daniel Savona	Aye
Richard O. Jones	Aye

- **Independent Audit Firm** – Dr. Eynon reported that she, Rose Woodworth and Richard Jones met with the Audit Firm. It was a productive conversation in which they updated them on the Agency's work this year.

Motion: James Malcolm, seconded by Faye Storms, made a motion to accept the Audit Committee Report as presented.

Vote: The motion was unanimously adopted (5-0).

Finance Committee

No Report.

Governance Committee

The CEO presented the Governance Committee report because the Committee Chair, Michael J. Ham, was absent.

- **Property Disposition Policy** – The Board reviewed the proposed change at the prior Board meeting but inadvertently missed voting on the changes.

Motion: Diane Eynon, seconded by Daniel Savona, made a motion to approve the changes to the Property Disposition Policy as presented.

Vote: The motion was unanimously adopted (5-0).

- **Policy for Retained Jobs** – The Board reviewed the policy at the prior Board meeting but inadvertently missed voting.

Motion: Richard Jones, seconded by Diane Eynon, made a motion to approve the Policy for Retained Jobs as presented.

Vote: The motion was unanimously adopted (4-1). Daniel Savona voted to reject the motion.

- **Organizational Chart** – The Board reviewed the changes at the prior Board meeting but inadvertently missed voting on the changes.

Motion: Daniel Savona, seconded by Richard Jones, made a motion to approve the Organizational Chart as presented.

Vote: The motion was unanimously adopted (5-0).

- The Governance Committee will meet on January 13, 2021 at 9:00 AM most likely via Zoom. The Committee will discuss the proposals and hold interviews with prospective counsel.

Motion: Faye Storms, seconded by Daniel Savona, made a motion to approve the Governance report as presented.

Vote: The motion was unanimously adopted (5-0).

OLD BUSINESS

Status of Pending Projects

Board Counsel Joseph Eriole reported on the status of pending projects:

- Wildberry Lodge, LLC – No change. Project is completing SEQR process. No action can be taken until the process is completed.
- Kingstonian Development LLC – Application is under consideration. The School Board did grant consent for the Project.

NEW BUSINESS

HVKD Tax Exemption Request

Charles Blachman spoke on behalf of the Project, requesting an extension for sales tax exemption. He cited COVID for the reduction of construction crews and slowdown of the construction project. He believes they are a few months away from having all necessary supplies ordered. The extension was not granted at the prior Board meeting, so he wanted to further explain the reason for the slowdown. He believes that 60 days will be adequate, some furniture may take longer, but he would prefer to be able to use the exemption for some major materials such as plumbing and HVAC supplies.

Orlando Reece returned at 10:30 A.M.

Motion: Richard Jones, seconded by Daniel Savona, made a motion to approve the three-month extension for HVKD sales tax exemption. This will be the last extension that the Board will grant, and the Board immediately requests a letter from the Project stating the fact that they will not request another extension.

Vote: The Board voted as follows:

James Malcolm	Aye
Faye Storms	Aye
Dr. Diane Eynon	Aye
Michael J. Ham	Absent
Orlando Reece	Aye
Daniel Savona	Aye
Richard O. Jones	Aye

PPE Grants for Board Consideration

The Board reviewed the applications for PPE Grants. The CEO noted that one applicant, Hudson Valley Sportsdome could not provide their hours for FTE calculation because they were shut down during the second quarter. During the quarter they paid out payroll because they used their PPP funds to pay bonuses to employees during the shutdown, but no hours were worked.

Motion: Orlando Reece, seconded by Daniel Savona, made a motion to approve the grants to the applicants on the list presented.

Vote: The motion was unanimously adopted (6-0).

PUBLIC COMMENT

None.

ADJOURNMENT

Motion: Faye Storms, seconded by Richard Jones, moved to adjourn the meeting.

Vote: The motion was unanimously adopted (6-0).

The meeting was adjourned at 11:30 A.M.

Respectfully submitted,

Michael J. Ham, Secretary

Ulster County Industrial Development Agency

Statement of Financial Activity

Budget vs. Actual

December & January - December 2020

	TOTAL				
	Dec 20	Jan - Dec 20	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense					
Income					
4000 - Operating Revenues					
4010 - Project Closing Fees	0.00	150,000.00	150,000.00	0.00	100.0%
4025 - Annual Administrative Fees	0.00	37,250.00	37,250.00	0.00	100.0%
4030 - Application Fees	0.00	2,000.00	3,000.00	-1,000.00	66.67%
4070 - Miscellaneous Fees	0.00	2,800.00	2,800.00	0.00	100.0%
4080 - Late Fees	0.00	10,750.00	11,750.00	-1,000.00	91.49%
4090 - Project Admin Fees (Pass-Thru)	3,725.00	14,067.89	12,500.00	1,567.89	112.54%
Total 4000 - Operating Revenues	3,725.00	216,867.89	217,300.00	-432.11	99.8%
Total Income	3,725.00	216,867.89	217,300.00	-432.11	99.8%
Expense					
6000 - Professional Fees					
6010 - Administrative Staff Fees	-5,025.00	122,700.00	147,000.00	-24,300.00	83.47%
6020 - CFO Fees	0.00	0.00	0.00	0.00	0.0%
6030 - Legal Fees	0.00	31,401.61	40,000.00	-8,598.39	78.5%
6040 - Auditing Fees	0.00	9,089.10	9,100.00	-10.90	99.88%
6050 - Website & Marketing	0.00	1,498.77	2,000.00	-501.23	74.94%
6055 - Livestream	500.00	8,500.00	9,500.00	-1,000.00	89.47%
6060 - Contracts for Other Services	14.99	2,325.68	2,480.00	-154.32	93.78%
Total 6000 - Professional Fees	-4,510.01	175,515.16	210,080.00	-34,564.84	83.55%
6100 - Project Admin Exp (Pass-Thru)	3,725.00	13,967.89	12,500.00	1,467.89	111.74%
6200 - Other Expenses					
6210 - Office Expense & Postage	290.10	1,512.53	1,600.00	-87.47	94.53%
6215 - CBA Software	0.00	900.00	900.00	0.00	100.0%
6220 - Insurance	0.00	3,063.19	3,200.00	-136.81	95.73%
6230 - Dues & Fees	0.00	850.00	750.00	100.00	113.33%
6240 - Meeting Room Rental	0.00	320.00	320.00	0.00	100.0%
6250 - Seminars & Conferences	0.00	570.00	1,000.00	-430.00	57.0%
6260 - Travel/Meals	0.00	85.00	750.00	-665.00	11.33%
6290 - PPE Grants	41,651.28	159,043.31	200,000.00	-40,956.69	79.52%
6299 - Miscellaneous	0.00	90.00	100.00	-10.00	90.0%
Total 6200 - Other Expenses	41,941.38	166,434.03	208,620.00	-42,185.97	79.78%
Total Expense	41,156.37	355,917.08	431,200.00	-75,282.92	82.54%
Net Ordinary Income	-37,431.37	-139,049.19	-213,900.00	74,850.81	65.01%
Other Income/Expense					
Other Income					
7010 - Interest Income	152.32	4,970.42	5,150.00	-179.58	96.51%
Total Other Income	152.32	4,970.42	5,150.00	-179.58	96.51%
Net Other Income	152.32	4,970.42	5,150.00	-179.58	96.51%
Net Income	-37,279.05	-134,078.77	-208,750.00	74,671.23	64.23%

Ulster County Industrial Development Agency
Statement of Financial Position
As of December 31, 2020

	Dec 31, 20
ASSETS	
Current Assets	
Checking/Savings	
1010 · Cash, Checking (BOGC)	23,261.74
1050 · Cash, Savings (BOGC)	471,325.26
1090 · Rhinebeck Savings CD	200,524.10
Total Checking/Savings	695,111.10
Accounts Receivable	
1200 · Accounts Receivable	79,100.00
Total Accounts Receivable	79,100.00
Other Current Assets	
1350 · Other Current Receivables	6.09
1400 · Due from UCCRC	2,479.00
Total Other Current Assets	2,485.09
Total Current Assets	776,696.19
TOTAL ASSETS	776,696.19
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2010 · Accounts Payable	3,300.00
Total Accounts Payable	3,300.00
Other Current Liabilities	
2200 · Escrow	4,440.45
Total Other Current Liabilities	4,440.45
Total Current Liabilities	7,740.45
Total Liabilities	7,740.45
Equity	
3000 · Unrestricted Net Assets	903,034.51
Net Income	-134,078.77
Total Equity	768,955.74
TOTAL LIABILITIES & EQUITY	776,696.19

December 2020 Monthly UCIDA Report

January 7th, 2020

Inness New York, LLC – A total monthly head count of **563** workers were reported

- A. Of the 563 workers **505** were compliant and no exemptions
- B. Of the 563 workers **58** were non compliant
 - a. **Total monthly compliance average was 90%**

DRAFT

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
2021 ELECTION OF CHAIRMAN**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

James Malcolm	Chair
Faye Storms	Vice Chair/Assistant Treasurer
Diane Eynon, Ph.D.	Treasurer
Michael J. Ham	Secretary
Orlando Reece	Assistant Secretary
Daniel Savona	Assistant Secretary
Richard O. Jones	Chief Financial Officer/Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth	Chief Executive Officer
Joseph P. Eriole, Esq.	Local Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0121-

RESOLUTION APPROVING THE ELECTION OF THE CHAIRMAN OF THE AGENCY.

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the

“Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments; and

WHEREAS, under Section 856 of the Act, the members of the Agency desire to elect the Chairman of the Agency; and

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the election of the Chair described in Schedule A attached hereto.

Section 2. The Agency hereby authorizes the Chair to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Chairman of the Agency	James Malcolm, Chairman
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DRAFT

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
2021 ELECTION OF THE OFFICERS AND APPOINTMENT OF
COMMITTEES OF THE AGENCY**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

James Malcolm	Chair
Faye Storms	Vice Chair/Assistant Treasurer
Diane Eynon, Ph.D.	Treasurer
Michael J. Ham	Secretary
Orlando Reece	Assistant Secretary
Daniel Savona	Assistant Secretary
Richard O. Jones	Chief Financial Officer/Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth	Chief Executive Officer
Joseph P. Eriole, Esq.	Local Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0121-

**RESOLUTION APPROVING THE ELECTION OF OFFICERS AND APPOINTMENT
OF COMMITTEES OF THE AGENCY.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article

18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments; and

WHEREAS, under Section 856 of the Act, the members of the Agency desire to elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the election of the officers and the appointment of the Committees described in Schedule A attached hereto.

Section 2. The Agency hereby authorizes the Chair to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Officers of the Agency	<p>Diane Eynon, Vice Chair</p> <p>Michael J. Ham, Secretary</p> <p>Orlando Reece, Assistant Secretary</p> <p>Daniel Savona, Assistant Secretary</p> <p>Diane Eynon, Treasurer</p> <p>Faye Storms, Assistant Treasurer</p>
Governance Committee Members	<p>Michael J. Ham, Chairman</p> <p>Diane Eynon</p> <p>Richard O. Jones</p>
Audit Committee Members	<p>Diane Eynon, Chairman</p> <p>Michael J. Ham</p> <p>Faye Storms</p>
Finance Committee Members	<p>Faye Storms, Chairman</p> <p>Diane Eynon</p> <p>Michael J. Ham</p> <p>Richard O. Jones</p> <p>James Malcolm</p> <p>Orlando Reece</p> <p>Daniel Savona</p>

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL HOUSEKEEPING RESOLUTION 2021**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

James Malcolm	Chair
Faye Storms	Vice Chair/Assistant Treasurer
Diane Eynon, Ph.D.	Treasurer
Michael J. Ham	Secretary
Orlando Reece	Assistant Secretary
Daniel Savona	Assistant Secretary
Richard O. Jones	Chief Financial Officer/Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth	Chief Executive Officer
Joseph P. Eriole, Esq.	Local Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0121-

**RESOLUTION APPROVING CERTAIN ADMINISTRATIVE MATTERS OF THE
AGENCY.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923

of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency desire to approve certain administrative matters; and

WHEREAS, as provided in the Agency’s by-laws and the Governance Committee Charter, the members of the Governance Committee have reviewed and made certain recommendations on the Agency policies; and

WHEREAS, the members of the Agency desire to approve certain administrative matters;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves and confirms the policies described in Schedule A and contained in the Agency’s Policy Manual.

(B) Approves that this meeting shall constitute the annual meeting of the Agency as provided in the By-Laws of the Agency.

Section 2. The Agency hereby authorizes the Chair to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Agency Meeting Schedule	9:00 a.m. the third Wednesday of each month
Appointment of Chief Executive Officer	James Malcolm
Appointment of Chief Financial Officer to the Agency	Richard Jones
Staff of the Agency	Christopher J. O'Connor, CPA, P.C. Attention: Rose Woodworth
Appointment of Accounting Firm of the Agency	UHY LLP
Appointment of Agency Counsel	Hodgson Russ LLP
Appointment of Bond Counsel to the Agency	Hodgson Russ LLP
Appointment of Bank of the Agency and Accounts	Bank of Greene County/M&T Bank/Rhinebeck Bank
Approval and Confirmation of Agency Policies	<p>Mission Statement</p> <p>Audit Committee Charter</p> <p>Background Check Policy</p> <p>Code of Ethics</p> <p>Compensation Policy</p> <p>Defense and Indemnification Policy</p> <p>Enforcement of Agency Projects Policy</p> <p>Fee Schedule Policy</p> <p>Finance Committee Charter</p> <p>Governance Committee Charter</p> <p>Housing Policy</p> <p>Investment and Deposit Policy</p> <p>Local Construction Labor Policy</p> <p>No Extension of Credit Policy</p> <p>Organizational Chart</p> <p>PILOT Points Calculator</p> <p>Policy for Retained Jobs</p> <p>Policy Respecting Uniform Criteria for the Evaluation of Projects</p> <p>Procurement Policy</p> <p>Property Disposition Policy</p> <p>Travel Policy and Discretionary Funds Policy</p> <p>Uniform Tax Exemption Policy</p> <p>Uniform Tax Policy Matrix</p> <p>Whistleblower Policy</p>
Appointment of Contract Officer	Rose Woodworth, CEO
Appointment of Investment Officer	Richard O. Jones
Appointment of FOIL Officer	Hodgson Russ LLP

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION APPROVING AMENDED HOUSING POLICY - 2021**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

James Malcolm	Chair
Faye Storms	Vice Chair/Assistant Treasurer
Diane Eynon, Ph.D.	Treasurer
Michael J. Ham	Secretary
Orlando Reece	Assistant Secretary
Daniel Savona	Assistant Secretary
Richard O. Jones	Chief Financial Officer/Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth	Chief Executive Officer
Joseph P. Eriole, Esq.	Local Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1020 -

**RESOLUTION APPROVING CERTAIN AMENDMENTS TO THE HOUSING POLICY OF
THE ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining,

equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, the Agency has previously adopted a housing policy (the “Housing Policy”) which provides guidance to the Agency regarding the review and consideration of potential housing projects to be located in Ulster County, New York; and

WHEREAS, the members of the Agency and the Agency staff have reviewed the Housing Policy and noted inconsistencies between the Housing Policy and the Agency’s Uniform Tax Exemption Policy; and

WHEREAS, the members of the Agency desire to make changes to the Housing Policy in order to eliminate any inconsistencies between the two policies; and

WHEREAS, since this proposed amendment to the Housing Policy is simply a technical change to eliminate an inconsistency between the Agency’s policies, the members do not see a need to refer this matter to the Governance Committee for additional review; and

WHEREAS, the members of the Agency desire to make the amendments to the Housing Policy described on Schedule A attached;

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

Section 1. The Agency hereby takes the following action: Approves the amendments to the Agency’s Housing Policy, as described on Schedule A attached.

Section 2. The Agency hereby authorizes the Chair and the Chief Executive Officer to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

SCHEDULE A

A new subsection (F) is added to Section 2 of the Housing Policy, to read as follows:

“(F) As described in (E) above, the Agency will attempt to obtain the prior approval of each town, village, city and school district in which the housing project is located. In the event that the Agency is not able to obtain the approvals of all such entities, the Agency may consider the granting of “financial assistance” to such housing project without such approvals.”

DRAFT

Pending Transaction List

	<u>Deal Name</u>	<u>Agency Action</u>	<u>Status</u>
1.	Wildberry Lodge LLC	Public hearing resolution – 5.9.2018	Project applicant is completing SEQR process. UCIDA cannot take any action until SEQR process is complete.
2.	Kingstonian Development LLC		The Agency has received the consents of the City of Kingston and Ulster County with respect to the terms of the PILOT Agreement. The Board of Education of the Kingston Consolidated School District has not approved the terms of the PILOT Agreement.

**RESOLUTION CONFIRMING SEQR DETERMINATION
KINGSTONIAN DEVELOPMENT, LLC PROJECT**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Chair
Vice Chair/Assistant Treasurer
Treasurer
Secretary
Assistant Secretary
Assistant Secretary
Chief Financial Officer/Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth Chief Executive Officer
Local Counsel
Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1020 -

**RESOLUTION CONCURRING IN THE DETERMINATION BY CITY OF KINGSTON
PLANNING BOARD, AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW
OF THE KINGSTONIAN DEVELOPMENT, LLC PROPOSED PROJECT.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing

economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in June, 2020, Kingstonian Development, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in certain parcels of land containing in the aggregate approximately 2.72 acres and located on Fair and North Front Streets in the City of Kingston, Ulster County, New York (collectively, the “Land”), together with the existing improvements located thereon (collectively, the “Existing Facility”); (2) the demolition of the Existing Facility; (3) the construction of a public access pedestrian plaza on the Land (the “Plaza Improvements”); (4) the construction of an approximately 420 car parking garage (the “Parking Facility”); (5) the construction on the Land of various improvements, including approximately 143 residential units, including approximately 14 affordable housing units; approximately 9,000 square feet of commercial space, and an approximately 32-room boutique hotel (collectively, the “Facility”); and (6) the acquisition and installation therein and thereon of certain machinery, equipment and other personal property (collectively, the “Equipment”) (the Land, the Facility, the Plaza Improvements, the Parking Facility and the Equipment being collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and operated as a mixed used residential, commercial, hotel, parking and retail facility, and any other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on September 9, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on September 21, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on (1) September 21, 2020 on the Agency’s website and (2) September 22, 2020 at the City of Kingston City Hall located at 420 Broadway in the City of Kingston, Ulster County, New York, (C) caused notice of the Public Hearing to be published on September 21, 2020 in the Daily Freeman, a newspaper of general circulation available to the residents of City of Kingston, Ulster County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 1, 2020 at 7:00 o’clock p.m., local time electronically via conference call and zoom video conference rather than in person, and (E) prepared a report of the Public Hearing (the “Public Hearing

Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Agency has been informed that (1) the City of Kingston Planning Board (the “Planning Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Planning Board issued a Negative Declaration of Environmental Significance on December 16, 2019 (the “Negative Declaration”), attached hereto as Exhibit A, determining that the acquisition, reconstruction, renovation and installation of the Project Facility will not have a “significant effect on the environment”; and

WHEREAS, the Agency is an “involved agency” with respect to the Project and the Agency now desires to concur in the determination by the Planning Board, as “lead agency” with respect to the Project, to acknowledge receipt of a copy of the Negative Declaration and to indicate whether the Agency has any information to suggest that the Planning Board was incorrect in determining that the Project will not have a “significant effect on the environment” pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project;

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

Section 1. The Agency has received copies of, and has reviewed, the Application, the environmental assessment form prepared by the Company and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents, the Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA).

Section 2. The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will not have a “significant effect on the environment” pursuant to the SEQRA and, therefore, that an environmental impact statement need not be prepared with respect to the Project (as such quoted phrase is used in SEQRA).

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

EXHIBIT A
NEGATIVE DECLARATION
- SEE ATTACHED -

DRAFT



RECEIVED:
RECEIVED BY
DATE
TIME
12/17/19
8:47 am

Resolution of the City of Kingston Planning Board
Adopting a Negative Declaration of Environmental Significance for the Kingstonian located
at #9-17 and 21 North Front Street and #51 Schwenk Drive (SBL 48.80-1-25, 26 & 24.120)
Under the SEQR Process (6 NYCRR Part 617)

Motion By: Wayne Platte
Second By: Charles Polacco

WHEREAS, Kingstonian Development Group, LLC, "the Applicant" submitted an application and plans, to construct a mixed use building for a 420 car garage, 143 apartments, 32 room boutique hotel, and 9,000 SF retail/restaurant space, pedestrian plaza and walking bridge within the C-2 (Commercial) zone and MUOD (Mixed Use Overlay District) and the Stockade Historic District along with a completed Part I of the Full Environmental Assessment Form, to the City of Kingston Planning Board, (the Action); and

WHEREAS, the project is located at #9-17 and 21 North Front Street and #51 Schwenk Drive (SBL 48.80-1-25,26 and 24.120), Kingston, New York; and

WHEREAS, the Board determined the Action to be recognized as Type I under SEQR adopted a resolution on June 3, 2014 to declare Lead Agency Status; and

WHEREAS, after review and deliberation of all supporting plans and documents prepared by the applicant which address staff and public comment received, it is determined as follows.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF KINGSTON PLANNING BOARD, AS FOLLOWS:

Section 1: That pursuant to 6 NYCRR Part 617, the City of Kingston Planning Board hereby renders a Determination of Negative Environmental Significance, recognizing all conditions as described within the document presented and adopts the Negative Determination as final and all issues mitigated.

Section 2: That all identified Involved and Interested Agencies will be notified of the Kingston Planning Board determination of this decision.

Section 3: That the Kingston Planning Office is directed to submit notice to the State Environmental Notice Bulletin for publication as required by the statute.

Section 5: That this resolution shall take effect immediately.

MEMBERS	SIGNATURE	YES	NO	RECUSE
Wayne Platte		✓		
Charles Polacco		✓		
Maryjo Wiltshire		✓		
Robert Jacobsen		✓		
Matthew Gillis		✓		
Jamie Mills				
Kevin M. Roach		✓		
TOTALS				

Wayne Platte Jr., Planning Board Chairman

12/16/19
Date

**COMMERCIAL/RETAIL FINDINGS RESOLUTION
KINGSTONIAN DEVELOPMENT, LLC PROJECT**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Chair
Vice Chair/Assistant Treasurer
Treasurer
Secretary
Assistant Secretary
Assistant Secretary
Chief Financial Officer/Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth
Chief Executive Officer
Local Counsel
Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1020 -

RESOLUTION (A) DETERMINING THAT THE PROPOSED KINGSTONIAN DEVELOPMENT, LLC PROJECT IS A COMMERCIAL PROJECT AND (B) MAKING CERTAIN FINDINGS REQUIRED UNDER THE GENERAL MUNICIPAL LAW.

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing

economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in June, 2020, Kingstonian Development, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in certain parcels of land containing in the aggregate approximately 2.72 acres and located on Fair and North Front Streets in the City of Kingston, Ulster County, New York (collectively, the “Land”), together with the existing improvements located thereon (collectively, the “Existing Facility”); (2) the demolition of the Existing Facility; (3) the construction of a public access pedestrian plaza on the Land (the “Plaza Improvements”); (4) the construction of an approximately 420 car parking garage (the “Parking Facility”); (5) the construction on the Land of various improvements, including approximately 143 residential units, including approximately 14 affordable housing units; approximately 9,000 square feet of commercial space, and an approximately 32-room boutique hotel (collectively, the “Facility”); and (6) the acquisition and installation therein and thereon of certain machinery, equipment and other personal property (collectively, the “Equipment”) (the Land, the Facility, the Plaza Improvements, the Parking Facility and the Equipment being collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and operated as a mixed used residential, commercial, hotel, parking and retail facility, and any other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on September 9, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on September 21, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on (1) September 21, 2020 on the Agency’s website and (2) September 22, 2020 at the City of Kingston City Hall located at 420 Broadway in the City of Kingston, Ulster County, New York, (C) caused notice of the Public Hearing to be published on September 21, 2020 in the Daily Freeman, a newspaper of general circulation available to the residents of City of Kingston, Ulster County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 1, 2020 at 7:00 o’clock p.m., local time electronically via conference call and zoom video conference rather than in person, and (E) prepared a report of the Public Hearing (the “Public Hearing

Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on January 20, 2021 (the “Resolution Confirming SEQR Determination”), the Agency (A) concurred in the determination that the City of Kingston Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Planning Board issued on December 16, 2019 (the “Negative Declaration”), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project; and

WHEREAS, in Opinion of the State Comptroller Number 85-51, the State Comptroller indicated that the determination whether a project that consists of the construction of an apartment house is a commercial activity within the meaning of the Act is to be made by local officials based upon all of the facts relevant to the proposed project, and that any such determination should take into account the stated purpose of the Act, that is, the promotion of employment opportunities and the prevention of economic deterioration; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the “Project Qualification Documents”): (A) the Application, including the attached Cost Benefit Analysis; (B) an economic and fiscal impact analysis prepared by Camoin Associates in February, 2019 (the “Economic Benefit Analysis”), (C) a cost benefit analysis prepared by the Agency, and (D) a report entitled “Analysis of Proposed Kingstonian Project” prepared by National Development Council dated October, 2020; and

WHEREAS, the Agency has given due consideration to the Project Qualification Documents, and to representations by the Company that although the Project constitutes a project that includes facilities or property, or portions of facilities or property, that are used in making retail sales to customers who personally visit such facilities, the Project is located within census tract 9542, a census tract in the City of Kingston which is considered to be a distressed census tract and therefore is in a “highly distressed area”, as that term is defined in Section 854(18) of the Act; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the County Executive of Ulster County, New York (the “County Executive”) of the proposed action by the Agency with respect to the Project; and

WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to make its final findings with respect to the Project and its final determination whether to proceed with the Project;

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

Section 1. Based upon an examination of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

A. The Project is located in an urban area having a mixture of residential, not-for-profit, commercial, retail, and service uses.

B. The Economic Benefit Analysis makes the following comments/findings regarding the impact of the mixed-use development, including, but not limited to, housing, hotel, commercial space, plaza and parking garage in the City of Kingston, Ulster County:

- Increase housing density and diversity to Ulster County's urban center
- Increase new rental units that are in demand
- Create high-end rental units
- Increase upscale, luxury, walkable lodging option which is in demand
- Create much needed parking options
- Increase job opportunities
- Attract a significant number of visitors/customers from outside the Mid-Hudson Economic Development Region

C. That undertaking the Project is consistent with the Economic Benefit Analysis and will assist and maintain current and future residential and commercial development and expansion in the neighborhood area.

D. The Company has informed representatives of the Agency that the Project is expected to create approximately forty (40) full time permanent, private sector jobs.

E. The Company has informed representatives of the Agency that the Company is not aware of any adverse employment impact caused by the undertaking of the Project.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

A. That although the Project does constitute a project which includes facilities or property, or portions of facilities or property, that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Project is located in a "highly distressed area" (as defined in the Act).

B. That (1) the Project Facility will provide necessary infrastructure for area employers and businesses, (2) the completion of the Project Facility will have an impact upon the creation, retention and expansion of employment opportunities in Ulster County and in the State of New York, and (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in Ulster County and in the State of New York.

C. That the acquisition, construction, reconstruction, renovation and installation of the Project Facility is essential to the retention of existing employment and the creation of new

employment opportunities and is essential to the prevention of economic deterioration of businesses and neighborhoods located in Ulster County.

D. That the Project constitutes a “commercial” project, within the meaning of the Act.

E. That the undertaking of the Project will serve the public purposes of the Act by preserving and creating permanent private sector jobs in the State of New York.

Section 3. Having reviewed the Public Hearing Report, and having considered fully all comments contained therein, and based upon the findings contained in Section 1 above, the Agency hereby determines to proceed with the Project and the granting of the financial assistance described in the notice of the Public Hearing; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the County Executive, as chief executive officer of the Ulster County, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

**APPROVING RESOLUTION
KINGSTONIAN DEVELOPMENT, LLC PROJECT**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened on January 20, 2021 at 9:00 o’clock a.m., local time, in public session via video conference as authorized pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Chair
Vice Chair/Assistant Treasurer
Treasurer
Secretary
Assistant Secretary
Assistant Secretary
Chief Financial Officer/Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Rose Woodworth
Chief Executive Officer
Local Counsel
Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1020 -

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR
KINGSTONIAN DEVELOPMENT, LLC.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing

economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in June, 2020, Kingstonian Development, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in certain parcels of land containing in the aggregate approximately 2.72 acres and located on Fair and North Front Streets in the City of Kingston, Ulster County, New York (collectively, the “Land”), together with the existing improvements located thereon (collectively, the “Existing Facility”); (2) the demolition of the Existing Facility; (3) the construction of a public access pedestrian plaza on the Land (the “Plaza Improvements”); (4) the construction of an approximately 420 car parking garage (the “Parking Facility”); (5) the construction on the Land of various improvements, including approximately 143 residential units, including approximately 14 affordable housing units; approximately 9,000 square feet of commercial space, and an approximately 32-room boutique hotel (collectively, the “Facility”); and (6) the acquisition and installation therein and thereon of certain machinery, equipment and other personal property (collectively, the “Equipment”), (the Land, the Facility, the Plaza Improvements, the Parking Facility and the Equipment being collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and operated as a mixed used residential, commercial, hotel, parking and retail facility, and any other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on September 9, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on September 21, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on (1) September 21, 2020 on the Agency’s website and (2) September 22, 2020 at the City of Kingston City Hall located at 420 Broadway in the City of Kingston, Ulster County, New York, (C) caused notice of the Public Hearing to be published on September 21, 2020 in the Daily Freeman, a newspaper of general circulation available to the residents of City of Kingston, Ulster County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 1, 2020 at 7:00 o’clock p.m., local time electronically via conference call and zoom video conference rather than in person, and (E) prepared a report of the Public Hearing (the “Public Hearing

Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on January 20, 2021 (the “Resolution Confirming SEQR Determination”), the Agency (A) concurred in the determination that the City of Kingston Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Planning Board issued on December 16, 2019 (the “Negative Declaration”), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project; and

WHEREAS, by further resolution adopted by the members of the Agency on January 20, 2021 (the “Commercial/Retail Finding Resolution”), the Agency (A) determined that the Project constituted a “commercial project” within the meaning of the Act, (B) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the Project Facility is located in a highly distressed area, (C) determined, following a review of the Public Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the Agency unless and until the County Executive of Ulster County, as chief executive officer of Ulster County, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Ulster County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Ulster County, New York by undertaking the Project in Ulster County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the “Agency Documents”): (A) a certain lease to agency (the “Lease to Agency” or the “Underlying Lease”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (B) a certain license agreement (the “License to Agency” or the “License Agreement”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an

additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) a mortgage (the "Pilot Mortgage") which secures payment of past due and unpaid payments in lieu of taxes with respect to the Project; (J) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (K) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); (L) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement or Installment Sale Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (M) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Chief Executive Officer of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Agency Counsel to the Agency with respect to all matters in connection with the Project. Special Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Special Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Ulster County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$54,885,000;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York

(F) Although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Company has represented to the Agency that (1) the Project is located within census tract 9524, which is considered to be a distressed census tract, and therefore is in a “highly distressed area”, as that term is defined in Section 854(18) of the Act, and (2) completion of the Project will serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Ulster County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(I) The Project should receive the Financial Assistance in the form of exemption from mortgage recording tax, exemption from sales tax and abatements regarding real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

(J) The terms of the PILOT Agreement constitute a deviation under the Agency’s Uniform Tax Exemption Policy (the “UTEP”). The Agency makes the following additional findings with respect to the PILOT Agreement:

(1) Under the UTEP, the Agency is to attempt to obtain the written consents of the “affected tax jurisdictions” to any PILOT deviation. The UTEP also provides that in the event that the Agency is not able to obtain the consents of all the “affected tax jurisdictions” to such deviation, the Agency may enter into such PILOT Agreement that deviates from the UTEP without the consents of such “affected tax jurisdictions”.

(2) The Agency has received the consents of the City of Kingston and Ulster County with respect to the terms of the PILOT Agreement;

(3) The Board of Education of the City of Kingston Consolidated School District (the “School District”) has not approved the terms of the PILOT Agreement;

(4) The Project will have positive impacts both in the City of Kingston and throughout Ulster County; and

(5) The members of the Agency have considered the comments and concerns raised by the School District;

(6) The findings and determinations contained in the Commercial/Retail Finding Resolution are confirmed and repeated here; and

(K) The Project is a mixed-use development, with portions of such Project including a housing component. The Agency makes the following findings under the Agency’s Housing Policy (the “Housing Policy”):

(1) Under the Housing Policy, the Agency is to attempt to receive the prior approval from the governing boards of Ulster County, and of each town, village, city and school district in which the housing project is located. The Housing Policy also provides that in the event that the Agency is not able to obtain the approvals of all such entities, the Agency may consider the granting of “financial assistance” to such housing project without such approvals.

(2) The findings and determinations contained in Section 3(J) above and the Commercial/Retail Finding Resolution are confirmed and repeated here;

(L) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed and installed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) secure the Loan by entering into the Mortgage; (G) secure the Payment in Lieu of Tax Agreement by entering into the Pilot Mortgage; (H) enter in the Contractor Documents; (I) enter into the Interim Documents and (J) grant the Financial Assistance with respect to the Project; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the County Executive of Ulster County, New York, as chief executive officer of the Ulster County, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 5. Subject to the terms contained in Section 4 above, the Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the “Bill of Sale to Agency”) from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. Subject to the terms contained in Section 4 above, the Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chair (or Vice Chair) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chair (or Vice Chair) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

(B) The Chair (or Vice Chair) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

James Malcolm	VOTING	_____
Faye Storms	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Orlando Reece	VOTING	_____
Daniel Savona	VOTING	_____
Richard O. Jones	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 20, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of January, 2021.

(Assistant) Secretary

(SEAL)

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Ulster County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	40 full time equivalent new jobs at the Project Facility by the end of Year 2 following completion.
2.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	\$54,885,000 at the Project Facility within 3 years of the date hereof.
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Approximately \$1,480,000 (est.) of sales tax exemptions, approximately \$24,744,529 (est.) of real property tax exemptions and approximately \$325,575 (est.) of mortgage recording tax exemption.
4.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
5.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	There will be new tax revenue generated by the Company and made available to the local taxing jurisdictions.
6.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	This Project is (a) within ¼ mile of public transit and (b) in an economically distressed area and (c) a needed service in Ulster County.
7.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company expects to hire approximately 150 full time construction workers with respect to the Project. The Company has estimated that at least 75% of the construction jobs will be regional labor (i.e., from Ulster, Sullivan, Greene, Columbia, Dutchess and/or Orange Counties).
8.	Regional wealth creation (% of sales/customers outside of the County	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is expected to bring a significant number of people in from outside the County.

9.	Located in a highly distressed census tract	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is located in a highly distressed census tract, as defined in the IDA statute.
10.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
11.	Promotes walkable community areas	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project site is located in an urban setting with sidewalks, pedestrian bridge and shopping center.
12.	Elimination or reduction of blight	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The undertaking of the Project improves an area that is blighted and vacant.
13.	Proximity/support of regional tourism attractions/facilities	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will promote regional tourism.
14.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
15.	Building or site has historic designation	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Project is located within Heritage Area.
16.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.
17.	Compliance with Agency Policies	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<p>The Agency will enter into a Uniform Agency Project Agreement to provide for a claw-back and other remedies in the event that the Project does not comply with the terms of the Agency Documents.</p> <p>Based on the findings and determinations contained in Section 3, the Agency has determined to (a) move forward with the PILOT Agreement (i.e., the PILOT deviation terms), pursuant to the Agency's UTEP and (b) grant "financial assistance" to the Project, which consists of a mixed use development (including a housing component), pursuant to the Agency's Housing Policy.</p>

**Ulster County Industrial Development Agency /
Ulster County Capital Resource Corporation**

Application for Incentives

Date: 12/28/20

Answer all questions. Use "None" or "Not Applicable" where necessary.

I. APPLICANT INFORMATION

A) Applicant:

Name: APHEREA INC.
Address: 320 ROEBLING STREET, SUITE 126
City: BROOKLYN State: NY Zip: 11211
Federal ID/EIN: 34-1977415 Website: WWW.CATHYHOBBS.COM
Primary Contact: CATHY BAEKER
Title: OWNER
Phone: (800)961-5202 Email: cathy@cathyhobbs.com

B) Real Estate Holding Company (if different from Applicant):

Will a separate company will hold title to/own the property related to this Project? If yes:

Name: RTH REALTY HOLDINGS LLC.
Address: 320 ROEBLING STREET, SUITE 126
City: BROOKLYN State: NY Zip: 11211
Federal ID/EIN: 83-1904706 Website: N/A
Primary Contact: CATHY BAEKER
Title: MEMBER
Phone: (917)842-1075 Email: cathy@cathyhobbs.com

Describe the terms and conditions of the lease between the Applicant and the Real Estate Holding Company. If there is an option to purchase the property, provide the date option was signed and the date the option expires: The holding entity (which also owns the land) RTH Realty Holdings LLC. is solely owned by Cathy Baeker the owner of APHEREA INC.

C) Current Project Site Owner (if different from Applicant or Real Estate Holding Company):

Name: _____
Title: _____
Address: _____
City: _____ State: _____ Zip: _____
Phone: () - _____ Email: _____

D) Holding Company of Applicant:

Is the Applicant a subsidiary, direct, or indirect affiliate of another organization? If yes, attach an organizational chart:

Name: _____
Address: _____
City: _____ State: _____ Zip: _____
Federal ID/EIN: _____ Website: _____
Primary Contact: _____
Title: _____
Phone: () - _____ Email: _____

E) Attorney:

Name: GLENN SOBEL
Firm Name: GLENN J. SOBEL - ATTORNEY AT LAW
Address: 27 POWERHOUSE ROAD
City: ROSLYN HEIGHTS State: NY Zip: 11577
Phone: (516)652-9419 Email: gjesq15@aol.com

F) General Contractor:

Name: CONTACT: BRIGHAM FARRAND
Firm Name: BAXTER
Address: 278 MILL STREET, SUITE 100
City: POUGHKEEPSIE State: NY Zip: 12601
Phone: (845)471- 1047 Email: bfarrand@baxterbuilt.com

II. APPLICANT'S COMPANY OWNERSHIP & HISTORY

A) Company Organization:

Year founded: 2004 NAICS Code: 812990-APHEREA INC., 531130-RTH REALTY HOLDINGS LLC

Type of ownership (e.g., C-Corp, LLC): APHEREA INC. (S CORP), RTH REALTY HOLDINGS (LLC.)

B) Company Ownership:

List all stockholders, members, or partners with ownership of greater than 5% and attach an organizational ownership chart with complete name, TIN, DOB, home address, office held, and other principal businesses (if applicable).

Name	Office Held	% of Ownership	% of Voting Rights
CATHY BAEKER	OWNER (APHEREA INC.)	100	100
CATHY BAEKER	MEMBER (RTH REALTY HOLDINGS LLC.)	100	100

Is the Applicant now a plaintiff or a defendant in any civil or criminal litigation? ☐ Yes ☒ No

If yes, describe: _____

Is a member(s) of the Applicant's management now a plaintiff or a defendant in any civil or criminal litigation? ☐ Yes ☒ No

If yes, describe: _____

Has any person listed above ever been charged with a crime other than a minor traffic violation? ☐ Yes ☒ No

If yes, describe: _____

Has any person listed above ever been convicted of a crime other than a minor traffic violation? ☐ Yes ☒ No

If yes, describe: _____

Has any person listed above, any concern that such person is related to, or any person related to this Project ever been in receivership or been adjudicated as bankrupt? ☐ Yes ☒ No

If yes, describe: _____

C) Company Description:

Describe in detail the Company's background, products, customers, goods and services: APHEREA INC. IS AN INTERIOR DESIGN FIRM SPECIALIZING IN REAL ESTATE STAGING AND STYLING. ITS PRIMARY SERVICES INVOLVE THE INVENTORY OF FURNITURE AND FURNISHINGS IN ORDER TO STAGE FOR REAL ESTATE. ADDITIONALLY, THE COMPANY PROVIDES RENTAL FURNITURE FOR BUILDERS, DEVELOPERS, PRODUCTION COMPANIES, AIR BNB HOSTS, REAL ESTATE AGENTS AND MEMBERS OF THE TRADE.

Major Customers: COMPASS, THE CORCORAN GROUP, DOUGLAS ELLIMAN, CORE, SOTHEBY'S INTERNATIONAL REALTY, BERKSHIRE HATHAWAY.

Major Suppliers: ASHLEY FURNITURE, EUROSTYLE, WORLDS AWAY, UTTERMOST, LAZAR, ARTIST GUILD, WENDOVER ART.

Existing Banking Relationship(s): TD BANK (KINGSTON BRANCH), SALISBURY BANK (POUGHKEEPSIE OFFICE).

Has the Company ever received incentives tied to job creation?

☐ Yes ☒ No

If yes, describe:

Were the goals met?

☐ Yes ☐ No

If no, why not?

Additional sheets may be attached, if necessary.

Provide estimates in either dollar amount or percentage based on your existing Company's business. If this is a new Company, provide estimates based on proforma financial projections:

Estimated annual sales to customers in Ulster County:	\$	\$200,000
Estimated annual sales outside of Ulster County but within New York State:	\$	\$600,000
Estimated annual sales outside of New York State but within the U.S.:	\$	
Estimated annual sales outside the U.S.:	\$	
Total	\$	\$800,000

Estimated annual sales subject to local sales tax: \$ 200,000

Estimated value of annual supplies, raw materials, or vendor services \$ 200,000
that are expected to be purchased from firms in the Mid-Hudson
Economic Development Region (i.e., Dutchess, Orange, Putnam,
Rockland, Sullivan, Ulster, and Westchester counties):

A) Assistance requested from the Agency:

Select all that apply:

- ☒ Exemption from Sales Tax
☒ Exemption from Mortgage Tax
☒ Exemption from Real Property Tax
☐ Taxable Bonds
☐ Tax-exempt Bonds (typically for non-for-profits or qualified manufacturers)
☐ Other, specify: _____

B) Project Description:

Attach a map, survey or sketch of the Project site, identifying all existing or new buildings/structures.

Project Location (address/SBL): 323 UPPER NORTH ROAD, HIGHLAND, NY 12528

Property Size (acres): existing: 3.5 ACRES proposed: 1.0 ACRE (BUILDING INCLUDING LANDSCAPING)

Building Size (square feet): existing: 0 proposed: 12,000 SQUARE FEET

Proposed Project Time Table: start: MAY 2021 end: JUNE 2022

Is the Applicant the present legal owner of the Project site? ☒ Yes ☐ No

If yes: Date of Purchase: JANUARY 2019 Purchase Price: \$110,000

If no:

1. Present legal owner of the Project site:

2. Is there a relationship, legally or by common control, between the Applicant and the present owner of the Project site? ☐ Yes ☐ No

If yes:

3. Does the Applicant have a signed option to purchase the site? ☐ Yes ☐ No

If yes: Date option signed: _____ Date option expires: _____

Is the Project site subject to any property tax certiorari? ☐ Yes ☒ No

If yes:

Describe the Project including, scope, purpose (e.g., new build, renovations, and/or equipment purchases, equipment leases, etc.), timeline, and milestones. The Project scope must entail only future work, as the Agency's benefits are not retroactive: The owner of RTH Realty Holdings, LLC., aims to build Highland Passive House (a 12,000 square foot, ground up construction, sustainable structure), which will serve as the first Certified Passive Warehouse in North America. The structure will be constructed using a pre-fabricated passive panelized system. The pre-fabricated passive panels have been made and are currently located at a storage facility for the company which manufactured them located in Searsmont, Maine. The individual passive panelized walls (which are individual pieces) will be transported from Maine to Highland, New York and then erected. With the implementation of Solar Panels, Highland Passive House will serve as the first of its kind, earning the distinction of Certified Passive House Plus (NET ZERO). The building will be located on a 3.5-acre parcel of land surrounded by orchids in Highland, located in New York's Hudson Valley (Ulster County). The building will house a warehouse/storage space, as well as an office that can be used as a gallery/event/office and production space. Highland Passive House will be a first of its kind building. The building of Highland Passive House will serve as a model in energy efficiency and sustainability. Part of the architecture/design, energy efficiency team includes some of the top professionals in the industry as it relates to passive construction and sustainability. Highland Passive House will be sustainable, environmentally conscious, certified passive, and will incorporate conscious construction. Highland Passive House will also be a local job creator, with a community and charity driven focus. This charity component aims to assist, relating to the donation of gently used furniture to non profit agencies which help those transitioning from homelessness to permanent shelter as well as agencies caring for children in the foster care system.

Would this Project be undertaken **but for** the Agency's financial assistance? ☐ Yes ☒ No

If no, describe why the Agency's financial assistance is necessary and the effect the Project will have on the Applicant's business or operations: The land was purchased almost 2 years ago, and the search for a sustainable building then began. Currently, the site remains untouched. The need for assistance, relates to the costs associated with and the financial needs associated with the erection of a passive, energy efficient, sustainable building. Highland Passive House will house a business that will be multi-faceted. The building will serve as the headquarters for a home staging company owned by Celebrity Interior Designer Cathy Hobbs. The primary usage of the building will be the storing and warehousing of furniture, artwork and accessories relating to home furnishing. The primary activity (warehousing, installation and moving) lends itself to a host of job opportunities that would appeal to the Ulster County community. Further, there are related jobs and roles such as carpentry/repairs and general warehouse and maintenance work for which there will also be a need. Beyond the passive/energy building itself, the project will help promote energy efficiency, within its own employee community, housing multiple electric vehicle charging stations which would be used for employee usage. Due to the nature of the primary usage (home staging), there will be an on-going charity component in which gently used furniture will be donated to local foster care agencies and non-profits looking to transition people from homelessness into permanent shelter.

C) Project Site Occupancy

Select Project type for all end-users at Project site (choose all that apply):

- | | |
|---|--|
| <input checked="" type="checkbox"/> Industrial | <input type="checkbox"/> Service* |
| <input type="checkbox"/> Acquisition of existing facility | <input type="checkbox"/> Back-office |
| <input type="checkbox"/> Housing | <input type="checkbox"/> Mixed use |
| <input type="checkbox"/> Multi-tenant | <input type="checkbox"/> Facility for Aging |
| <input checked="" type="checkbox"/> Commercial | <input type="checkbox"/> Civic facility (not-for-profit) |
| <input type="checkbox"/> Retail* | <input type="checkbox"/> Other |

** The term "retail sales" means (1) sales by a registered vendor under Article 28 of the Tax Law of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property, as defined in Section 1101(b)(4)(i) of the Tax Law, or (2) sales of a service to customers who personally visit the Project location. If "retail" or "service" is checked, complete the Retail Questionnaire contained in Section IV.*

List the name(s) of the expected tenant(s), nature of the business(es), and percentage of total square footage to be used by each tenant. Additional sheets may be attached, if necessary:

Company:	Nature of Business:	% of total square footage:
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or purchase services.

- A) Will any portion of the Project consist of facilities or property that will be primarily used in making sales of goods or services to customers who personally visit the Project site? ☐ Yes ☒ No

If yes, continue with the remainder of the Retail Questionnaire. If no, do not complete the remainder of the Retail Questionnaire.

- B) What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the Project? %

If the answer is less than 33.33% do not complete the remainder of the Retail Questionnaire.

If the answer to Question A is Yes and the answer to Question B is greater than 33.33%, complete the remainder of the Retail Questionnaire:

1. Is the Project location or facility likely to attract a significant number of visitors from outside the Mid-Hudson Economic Development Region (i.e., Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, and Westchester counties)? ☐ Yes ☐ No
2. Will the Project make available goods or services which are not currently reasonably accessible to the residents of the municipality within which the proposed Project would be located? ☐ Yes ☐ No
3. 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, explain: The project will influx 5-9 New FT jobs
4. Will the Project be located in an area designated as an economic development zone pursuant to Article 18-B of the General Municipal Law (Source: <https://esd.ny.gov/empire-zones-program>)? ☐ Yes ☐ No

If yes, explain:

5. Will the Project be in 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 (i) 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 (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? (Source: United States Census Bureau <https://factfinder.census.gov/>) ☐ Yes ☐ No

If yes, explain:

The Applicant must comply with the State Environmental Quality Review Act (SEQRA) before the Agency can vote on proposed financial incentives. It is the Applicant's responsibility to provide a copy of the final SEQRA determination to the Agency.

Environmental Assessment Form: ☒ Short Form ☐ Long Form

Lead Agency: TOWN OF LLOYD

Contact: FRED PIZZUTO - TOWN OF LLOYD SUPERVISOR

Date of submission: 08/05/2019

Status of submission: COMPLETED

Final SEQRA

determination: CLEARED (SEE SHORT FORM ATTACHED)

A) Site Characteristics:

Will the Project meet zoning and land use regulations for the proposed location?

Describe the present zoning and land use regulation: (YES) LIGHT INDUSTRIAL

Is a change in zoning and land use regulation is required? If yes, specify the required change and status of the change request: NO

If the proposed Project is located on a site where the known or potential presence of contaminants is complicating the development/use of the property, describe the potential Project challenge: N/A

B) Permits:

Describe other permits required and the status of the approval process. Attach copies of variances and special permits to this Application.

Permit:	Status:
1. <u>SITE PLAN APPROVAL</u>	<u>APPROVED</u>
2. <u>DRIVEWAY APPLICATION</u>	<u>WILL BE SUBMITTED/OBTAINED PRIOR TO GROUND BREAKING</u>
3. <u>BUILDING PERMIT</u>	<u>WILL BE SUBMITTED/OBTAINED PRIOR TO GROUND BREAKING</u>
4. <u>WATER EXTENSION TO MUNICIPAL SUPPLY</u>	<u>APPROVED</u>

The Agency is required by State law to make a determination that, if completion of a Project benefiting from the Agency's financial assistance results in the removal of a plant of the Project occupant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Project occupant located within the State, Agency financial assistance is required to prevent the Project occupant from relocating out of the State, or it is reasonably necessary to preserve the Project occupant's competitive position in its respective industry.

Will the Project result in the removal of a plant of the Project occupant from one area of the State to another area of the State? ☐ Yes ☒ No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the State? ☐ Yes ☒ No

If yes to either question above, explain how notwithstanding the aforementioned closing or activity reduction, the Agency's financial assistance is required to prevent the Project from relocating out of the State or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

Does the Project involve relocation or consolidation of a Project occupant from another municipality?

Within New York State: ☐ Yes ☒ No

Within Ulster County: ☐ Yes ☒ No

If yes, explain: _____

A) Current and Projected Employee Headcount

		Projected Headcount			
	Current Headcount	New Year 1	New Year 2	New Year 3	Total by Year 3
Full-time	1	3	2		
Part-time					
Seasonal					

B) Employment Plan in FTE

Estimate the number of full-time equivalent (FTE) jobs that are expected to be retained and created as part of this Project. One FTE is equivalent to 35 hours of work per week or 1,820 hours per year. Convert part-time jobs into FTE by dividing the total number of hours for all part-time resources by 35 hours per week or 1,820 hours per year.

Attach a list that describes in detail the types of employment for this Project, including the types of activities or work performed and the projected timeframe for creating new jobs.

Occupation in Company	Current (Retained) Permanent FTE		Projected New Permanent FTE			
	Average Annual Salary or Hourly Wage ¹	Number of Current FTE	FTE in Year 1	FTE in Year 2	FTE in Year 3	Total New FTE by Year 3
Professional/Management						
Administrative	\$18 PER HOUR		1			
Sales						
Services						
Manufacturing						
High-Skilled						
Medium-Skilled	\$26 PER HOUR		1	1		
Basic-Skilled						
Other (specify)						
DESIGNER	\$45,000	1	1	1		
Total		1	3	2		

¹ Wages are defined as all remuneration paid to an employee. Remuneration means every form of compensation for employment paid by an employer to an employee; whether paid directly or indirectly by the employer, including salaries, commissions, bonuses, and the reasonable money value of board, rent, housing, lodging, or similar advantage received. Where gratuities are received from a person other than the employer, the value of such gratuities shall be included as part of the remuneration paid by the employer. Source: <https://labor.ny.gov>.

C) Estimated Wages and Incentives

What is the estimated percentage of FTEs (retained and new) will receive the following hourly wage² and benefits or more?

Less than \$12.34	%
\$12.35 - 18.52	5%
\$18.53 - 24.69	70%
\$24.70 or above	25%
Total	100%

Estimate the percentage of the current workforce whose wages meet or exceed the livable wage for Ulster County as defined by the Living Wage Calculator, Massachusetts Institute of Technology, Updated 2016 NY (<http://livingwage.mit.edu/counties/36111> for 1 adult): 100 %

Will the Applicant pay a livable wage for Ulster County, as defined by the Living Wage Calculator for 1 adult, to all employees for the duration of the Agency's incentives? ☒ Yes ☐ No

Estimate the percentage of residents of the Mid-Hudson Region (Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, and Westchester counties) who are expected to fill the projected new jobs at the end of year three (3) years after Project completion: 95 %

Describe the benefits you offer or plan to offer to your employees: EMPLOYEES RECEIVE PAID SICK LEAVE, PAID FEDERAL HOLIDAYS, PAID VACATION.

Describe the internal training and advancement opportunities you offer or plan to offer to your employees: Business coaching and development, conferences and seminars, continuing education, reviews and periodic pay raises.

² The wages are based on most recently available data from Q2 2017, annualized by multiplying quarterly wages by four (4) and adjusting for 35 hours of work per week. Source: Quarterly Census of Employment and Wages (QCEW) for Ulster County for All Industries.

Estimate the number of full-time equivalent (FTE) jobs that are contracted to independent contractors (e.g., contractors or subcontractors) that would be retained and created as part of this Project.

Attach a list that describes in detail the types of contract resources for this Project, including the types of activities or work performed and the projected timeframe for creating new contractor positions.

	Current Headcount	Projected			
		New Year 1	New Year 2	New Year 3	Total by Year 3
Full-time					
Part-time					
Seasonal					

Number of construction workers expected to be hired for this Project: TBD

Does the Applicant utilize contractors who:

- Have a certified apprenticeship program? ☐ Yes % ☒ No
- Pay a prevailing wage? YES, but not for this project. ☒ Yes % ☐ No
- Pay a living wage as defined by the Living Wage Calculator for 1 adult? ☒ Yes 100 % ☐ No
- Use construction labor from Ulster, Greene, Delaware, Sullivan, Orange, Dutchess or Columbia counties? ☒ Yes 100 % ☐ No

Describe the general contractor's plans and selection process for using regional construction labor or regional sub-contractors: TBD. However, the General Contractor (BAXTER of Poughkeepsie) which has been selected to be the General Contractor for this project is locally based (DUTCHESS COUNTY), a local family owned business operating in the counties of Ulster and/or Dutchess Counties and employees all local labor including sub contractors.

Attach additional
A) Project Costs

		Estimated Amount
Land Acquisition:	3.5 acres	<u>\$110,000.00</u>
Building Acquisition:	square feet	
New Building Construction:	12,000 square feet	<u>\$2,573,000.00</u>
	0	
Building Addition(s):	square feet	<u>\$</u>
Infrastructure Work:		<u>\$</u>
Reconstruction/Renovation:	square feet	<u>\$</u>
Manufacturing Equipment:		<u>\$120,000.00</u>
Non-Manufacturing Equipment (furniture, fixtures, etc.):		<u>\$75,000.00</u>
Soft Costs (professional services, labor, etc.):		<u>\$75,000.00</u>
Other (specify): PASSIVE HOUSE CERTIFICATION FEE		<u>\$10,000.00</u>
TOTAL:		<u>\$2,963,000.00</u>

Have any of the above costs been paid or incurred as of the date of this application? ☒ Yes ☐ No

If yes, describe: APPLICANT HAS SPENT APPROXIMATELY \$170,000.00 (NOT INCLUDING LAND PURCHASE ON COSTS RELATING TO THIS PROJECT- this includes a \$54,600 deposit toward the building purchase and approximately \$60,000 paid out in soft costs.)

B) Sources of Funds for Project Costs

Equity:	<u>\$296,000.00</u>
Bank Financing:	<u>\$2,667,000.00</u>
Tax Exempt Bond Issuance:	<u>\$</u>
Taxable Bond Issuance	<u>\$</u>
Public Sources (Include total of all State and Federal grants and tax credits):	<u>\$</u>

Identify each State and Federal program:

_____	<u>\$</u>
_____	<u>\$</u>
_____	<u>\$</u>

Additional sheets may be attached, as necessary.

TOTAL: \$2,963,000.00

Amount of total financing requested from lending institutions: \$2,667,000.00

Amount of total financing related to existing debt refinancing: \$83,000.00

Has a commitment for financing been received? ☐ Yes ☒ No

If yes:

Lending Institution: SALISBURY BANK (POUGHKEEPSIE)

Contact: BARBARA JOCELYN

Phone: 845-849-7332

UCIDA's Uniform Tax Policy Matrix is applicable to Uniform Tax Exemption Policy ('UTEP') Categories 1-4.

Projected New FTE Jobs ³ to be Created – ONLY CHOOSE ONE. IF ANY	<u>1</u> # of FTE
<ul style="list-style-type: none">• 5-9 – <u>(1 point)</u>• 10-49 – <u>(2 points)</u>• 50+ – <u>(3 points plus 1 point for every additional 15 jobs)</u>	_____
Current (Retained) FTE Jobs – ONLY CHOOSE ONE, IF ANY	# of FTE
<ul style="list-style-type: none">• 5-29 – <u>(1 point)</u>• 30-99 – <u>(2 points)</u>• 100+ – <u>(3 points)</u>	_____
Projected Wages ⁴ – ONLY CHOOSE ONE, IF ANY	Enter Point Value
<ul style="list-style-type: none">• All jobs over LW – <u>(1 point)</u>• 25% of FTE earn over 150% LW plus benefits – <u>(2 points)</u>• 25% of FTE earn over between 150% LW and 200% LW plus 25% FTE earn over 200% LW plus benefits – <u>(3 points)</u>	<u>3</u> _____
Construction Workforce – ONLY CHOOSE ONE, IF ANY	Enter Point Value
<ul style="list-style-type: none">• 75% regional workforce⁵ (Ulster County & neighbors) – <u>(1 point)</u>• 50% paid prevailing wages – <u>(2 points)</u>• 75% paid prevailing wage – <u>(3 points)</u>	<u>1</u> _____
Environmentally Sustainable – <u>(If any of the following apply, 2 points)</u>	Enter Point Value
<ul style="list-style-type: none">• Use of existing industrial site or brownfield• Construction at a shovel-ready site or in a designated business park• Use of energy-efficient technology• Use of significant renewable energy	<u>2</u> _____
Community Investment – CHOOSE AS MANY AS APPLICABLE	Enter Point Value
<ul style="list-style-type: none">• Project within ¼ mile of public transit – <u>(1 point)</u>• In economically distressed area of County⁶ – <u>(2 points)</u>	_____ _____
Educational/ Workforce Investment – CHOOSE AS MANY AS APPLICABLE	Enter Point Value

³ One FTE is equivalent to 35 hours of work per week or 1,820 hours per year.

⁴ The wages for each PILOT point level are based on most recently available data annualized by multiplying quarterly wages by four (4) and adjusting for 35 hours of work per week. Source: Quarterly Census of Employment and Wages (QCEW) for Ulster County for All Industries.

⁵ Regional labor refers to workers residing in Ulster, Greene, Delaware, Sullivan, Orange, Dutchess, and Columbia counties.

⁶ Economic distress applies if one or more of the following criteria is met: 1) The unemployment rate is, for the most recent 24-month period for which data are available, at least one percentage point higher than the national average unemployment rate; 2) Per capita income is, for the most recent period for which data are available, 80 percent or less of the national average per capita income; or 3) The area is subject to a "special condition" resulting from severe short- or long-term changes in economic conditions, such as the shutdown of a major employer or the loss of a significant industry. See US Economic Development Administration, 13 CFR 301.3 (www.eda.gov)

- At least 50% of workforce has advanced educational credential
- (2 points) 2
 - Workforce housing or senior/disabled housing – (3 points) _____
- Total Points** 9

A) Property Tax Exemption:

Agency staff will complete this section with the Applicant based on information submitted by the Applicant and the local taxing jurisdiction's Assessor.

Current assessed full value of the property **before** Project improvements: \$ 56,800

Estimated assessed value of Project improvements (i.e., increase in value of the property's assessment with the Project improvements) \$ 1,181,200

Estimated new assessed full value of property **after** Project improvements \$ 1,238,000

Estimated real property tax rate per dollar of full assessment \$ _____

Estimated Sept. School Taxes- \$29,848. Estimated January General Taxes-\$14,064
(As per Ann Feo Tax Assessor Town of Lloyd. School tax rate \$24.11/1000, General Taxes \$11.36/1000)

Assumed annual increase in assessment and tax rate % _____

As per Ann Feo Tax Assessor Town of Lloyd she does not perceive an annual increase in assessment and tax rate at this time.

Abatement schedule based on PILOT Points Calculation results _____

Estimated PILOT property tax abatements over 10 years \$ \$197,604

(determined as SUM OF COLUMN "E" BELOW)

	A	B	C = A + B	D	E = B x (1-D)	F = A + E
PILOT Year	Existing Real Property Taxes Determined by adding existing school + general tax)	Estimated Real Property Taxes Without PILOT ⁷	Estimated Total Without PILOT	% of PILOT Exemption, according to Abatement Schedule	Estimated PILOT Payments With PILOT	Estimated Total With PILOT
1	\$1953.28	\$43,912.00	\$45,865.28	100 %	-----NA	\$1953.28
2	\$1953.28	\$43,912.00	\$45,865.28	90 %	\$4,391.20	\$6344.48
3	\$1952.28	\$43,912.00	\$45,865.28	80 %	\$8,782.40	\$10,735.68
4	\$1952.28	\$43,912.00	\$45,865.28	70 %	\$13,173.60	\$15,126.88
5	\$1952.28	\$43,912.00	\$45,865.28	60 %	\$17,564.80	\$19,518.08
6	\$1952.28	\$43,912.00	\$45,865.28	50 %	\$21,956.00	\$23,909.28
7	\$1952.28	\$43,912.00	\$45,865.28	40 %	\$26,347.20	\$28,300.48
8	\$1952.28	\$43,912.00	\$45,865.28	30 %	\$30,738.40	\$32,691.68
9	\$1952.28	\$43,912.00	\$45,865.28	20 %	\$35,129.60	\$37,082.88
10	\$1952.28	\$43,912.00	\$45,865.28	10 %	\$39,520.80	\$41,474.08
11				%		
12				%		

⁷ The figures in this column assume that the Project is completed as described in the Application and without the involvement of the Agency and, therefore, subject to real property taxes. However, as provided in this Application, the Applicant has certified that it would not undertake the Project without the financial assistance granted by the Agency. Accordingly, this column is prepared solely for the purpose of determining the estimated amount of the real property tax abatement being granted by the Agency.

13				%		
14				%		
15				%		
Total				--		

If the Applicant is requesting incentives that are greater than the Agency's standard tax exemptions, describe the incentives and provide a justification for this Deviated PILOT request⁸:

B) Sales and Use Tax Benefit:

Note: The figures below will be provided to the New York State Department of Taxation and Finance and represents the maximum amount of sales and use tax benefit that the Agency may authorize with respect to the application.

Costs for goods and services that are subject to State and local sales and use tax⁹: \$3,500,000.00

Estimated State and local sales and use tax benefit (sales tax amount multiplied by 8.0% plus additional use tax amounts): \$_____

C) Mortgage Recording Tax Benefit:

Mortgage amount (include construction, permanent, bridge financing or refinancing): \$2,667,000.00

Estimated mortgage recording tax exemption benefit (mortgage amount multiplied by .75%): \$20,002.50

D) For bond applicants only: (Projected _____ year borrowing term)

	Without Bonds	With Bonds
First Year Debt Service:	\$_____	\$_____
Total Debt Service:	\$_____	\$_____

E) Percentage of Project Costs Financed from Public Sector:

Percentage of Project costs financed from public sector: _____%
(Total B + C + D + E below / A Total Project Cost)

A. Total Project Cost: \$_____

⁸ Historically, the Agency has required consent from all local taxing jurisdictions before approving a Deviated PILOT.

⁹ Sales and use tax (sales tax) is applied to: tangible personal property (unless specifically exempt); gas, electricity, refrigeration and steam, and telephone service; selected services; food and beverages sold by restaurants, taverns, and caterers; hotel occupancy; and certain admission charges and dues. For a definition of products, services, and transactions subject to sales tax see the following links:

<https://www.tax.ny.gov/bus/st/subject.htm> and

https://www.tax.ny.gov/pubs_and_bulls/tg_bulletins/st/quick_reference_guide_for_taxable_and_exempt_property_and_services.htm.

- B. Estimated Value of PILOT: \$ _____
- C. Estimated Value of Sales Tax Incentive: \$ _____
- D. Estimated Value of Mortgage Tax Incentive: \$ _____
- E. Total Other Public Incentives (tax credits, grants, ESD incentives, etc.): \$ _____

DRAFT

Is there anything else the Agency's board should know regarding this Project? THE OWNER/ DEVELOPER OF THIS PROJECT IS A LONG STANDING MEMBER OF THE COMMUNITY. A FULL TIME RESIDENT OF ULSTER COUNTY SINCE 2012. THE OWNER (A MINORITY, WOMAN OWNED BUSINESS) AIMS TO BUILD A ONE OF A KIND BUILDING THAT WILL SERVE AS A MODEL FOR A GLOBAL ARCHITECTURE AND DESIGN/BUILDING COMMUNITY AS IT RELATES TO SUSTAINABLE, PASSIVE CONSTRUCTION. ADDITIONALLY, THROUGH ITS JOB CREATION AND CHARITIBLE COMPONENTS, THE PROJECT WILL SERVE AS A MEASURABLE ASSET TO THE COMMUNITY AND LANDSCAPE OF ULSTER COUNTY. THE PROJECT IS SLATED TO ATTRACT CONSIDERABLE PRESS AND PUBLICITY FROM BOTH LOCAL AND NATIONAL PRESS.

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REPRESENTATIONS, CERTIFICATIONS AND INDEMNIFICATION

CATHY BAEKER (name of CEO or another authorized representative of Applicant)

confirms and says that he/she is the OWNER (title) of APHEREA INC. (name of corporation or other entity) named in the attached Application (the "Applicant"), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and as follows:

- A. Job Listings. In accordance with Section 858-b(2) of the New York General Municipal Law ("GML"), the applicant understands and agrees that, if the proposed Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed Project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and the Ulster County Office of Employment and Training (collectively with the DOL, the "OET Entities"), the administrative entity of the service delivery area created by the Federal Job Training Partnership Act (Public Law 97-300) ("OET LAW"), as supplanted by the Workplace Investment Act of 1998 (P.L. No. 105-220), in which the proposed Project is located.
- B. First Consideration for Employment. In accordance with Section 858-b(2) of the GML, the applicant understands and agrees that, if the proposed Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in OET LAW programs who shall be referred by the OET Entities for new employment opportunities created as a result of the proposed Project.
- C. Employment Reports. The Applicant understands and agrees that, if the proposed Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, and salary levels, 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. Failure to provide Employment Reports within 30 days of an Agency request shall be an Event of Default under the PILOT Agreement between the Agency and Applicant and, if applicable, an Event of Default under the Project Agreement between the Agency and Applicant.
- D. Sales Tax. In accordance with Section 874(8) of the GML, the Applicant understands and agrees that, if the proposed Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the GML, 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. Copies of all filings shall be provided to the Agency.

Applicant hereby understands and agrees, in accordance with Section 875(3) of the GML and the policies of the Agency that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project, may be subject to recapture and/or termination by the Agency under such terms and conditions as will be established by the Agency and set forth in transaction documents to be entered into by and between the Agency and the Applicant.

- E. Agency Enforcement Policy. The applicant acknowledges that it has read and understands the Agency's Enforcement of Agency Projects Policy and recognizes that in connection the assistance by the Agency in the undertaking by the applicant of the Project, the Agency will require the applicant to execute and deliver a Uniform Agency Project Agreement outlined in Section F below.

- F. Uniform Agency Project Agreement. The applicant agrees to enter into a uniform agency project 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.
- G. Assignment of Agency Abatements. In connection with any Agency Straight Lease Transaction or Agency Bond Transaction, the Agency may grant to the applicant certain exemptions from mortgage recording taxes, sales and use taxes and real property taxes. The applicant understands that the grant of such exemptions by the Agency is intended to benefit the applicant. Subsequently, if the applicant determines to convey the Project and, in connection with such conveyance to assign such exemptions to the purchaser, the applicant understands that any such assignment is subject to review and consent by the Agency, together with the satisfaction of any conditions that may be imposed by the Agency.
- H. Post-Closing Cost Verification. The applicant agrees (1) the scope of the Project will not vary significantly from the description in the public hearing resolution for the project and (2) to deliver to the Agency within sixty (60) days following the completion date of a project an affidavit providing the total costs of the project. In the event that the amount of the total project costs described in the affidavit at the completion date exceeds the amount described in an affidavit provided by the applicant on the closing date of the project, the applicant agrees to adjust the amounts payable by the applicant to the Agency by such larger amount and to pay to the Agency such additional amounts. In the event that the amount described is less, there shall not be any adjustment to the Agency fees.
- I. Hold Harmless Provision. The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the Agency incurred in connection with any actions required to be taken by the Agency in furtherance of the Application including the Agency's costs of general counsel and/or the Agency's bond/transaction counsel whether or not the Application, the proposed Project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and hereby releases the Agency, including the members, officers, servants, agents and employees thereof, from and 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: (i) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (ii) the Agency's acquisition, construction and/or installation of the Project described therein and (iii) 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.
- J. Fees. By executing and submitting this Application, the applicant covenants and agrees to pay the following fees:
- (i) A non-refundable Application Fee of \$1,000 per application;
 - (ii) Expenses associated with Applicant background check;
 - (iii) Expenses associated with Public Hearing(s), including stenographers' fees;
 - (iv) A Closing Fee in accordance with the Fee Policy effective as of the date of this application, to be paid at transaction closing (unless otherwise outlined in the Project Agreement or authorizing resolution). This fee will be equal to 1% of the total value of expenses that are positively impacted by the Agency incentives.
 - (v) All fees, costs, and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel or bond/transaction counsel, and (2) other consultants retained by the Agency in connection with the proposed Project; with all such charges to be paid by the Applicant at the closing or, if the closing does not occur, within ten (10) business

days of receipt of the Agency's invoices therefor (please note that the Applicant is entitled to receive a written estimate of fees and costs of the Agency's bond/transaction counsel);

- (vi) The cost incurred by the Agency and paid by the Applicant, including bond/transaction counsel and the Agency's general counsel's fees and the processing fees, may be considered as a cost of the Project and included in the financing of costs of the proposed Project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.

If 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 Applicant is unable to find buyers willing to purchase the bond issue requested, or if the Applicant is unable to facilitate the sale/leaseback or lease/leaseback transaction, then, upon presentation of an invoice, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

- K. FOIL. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.
- L. Financial Review. The Applicant acknowledges that the Agency shall undertake an assessment of all material information included in connection with the Application for Financial Assistance as necessary to afford a reasonable basis for the decision by the Agency to provide Financial Assistance for the Project, including, but not limited to qualification of the proposed project under the GML (including any retail analysis, as applicable), conducting a full application review, review of applicant financial history and project pro-formas, and consideration of all local development priorities.
- M. Background Check. The Applicant acknowledges that the Agency shall undertake a background check on the Applicant, including but not limited to the Applicant's related business entities and stockholders, members or partners with a % ownership greater than 5%. The Applicant shall furnish the Agency with a Certificate of Standing from the Department of State or personal tax reports and police records as outlined in the Agency's Background Check Policy.
- N. Compliance with Article 18-A of the GML. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the GML, including, but not limited to, the provisions of Section 859-a and subdivision one of Section 862 of the GML, and the provisions of subdivision one of Section 862 of the GML will not be violated if Financial Assistance is provided for the Project.
- O. Compliance with Federal, State, and Local Laws. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, State and federal tax, worker protection and environmental laws, rules and regulations.
- P. False or Misleading Information. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement in the Project.
- Q. 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:

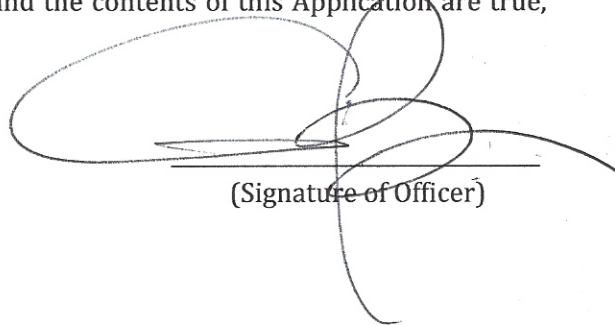
R. Additional Information. Additional information regarding the requirements noted in this Application and other requirements of the Agency are included in the Agency's Policies which can be accessed at <http://ulstercountyny.gov/economic-development/ulster-county-industrial-development-agency/policies>.

S. Representation of 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.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

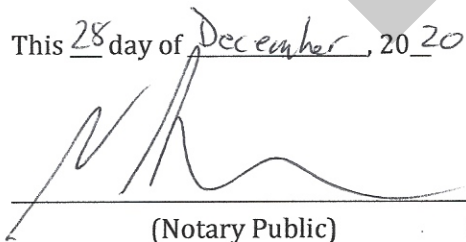
___CATHY BAEKER___, being first duly sworn, deposes and says:

1. That I am the _____OWNER_____ (Corporate Office) of _____APHEREA INC._____
(Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate, and complete.


(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury

This 28 day of December, 2020


(Notary Public)

NICOLA ALTOMARE
Notary Public - State of New York
No. 01AL6083746
Qualified in Ulster County
My Commission Expires March 17, 2023

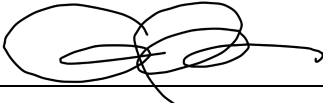
NEW YORK STATE FINANCIAL REPORTING
REQUIREMENTS FOR INDUSTRIAL DEVELOPMENT AGENCIES

Be advised that the New York General Municipal Law imposes certain reporting requirements on IDAs and recipients of IDA financial assistance. Of importance to IDA Applicants is Section 859 (<https://www.nysenate.gov/legislation/laws/GMU/859>). This section requires IDAs to transmit financial statements within 90 days following the end of an Agency's fiscal year ending December 31, prepared by an independent, certified public accountant, to the New York State Comptroller, and the Commissioner of the New York State Department of Economic Development. These audited financial statements shall include supplemental schedules listing the following information:

1. All straight-lease ("sale-leaseback") transactions and whether or not they are obligations of the Agency.
2. All bonds and notes issued, outstanding or retired during the period and whether or not they are obligations of the Agency.
3. All new bond issues shall be listed and for each new bond issue, the following information is required:
 - a. Name of the Project financed with the bond proceeds.
 - b. Whether the Project occupant is a not-for-profit corporation.
 - c. Name and address of each owner of the Project.
 - d. The estimated amount of tax exemptions authorized for each Project.
 - e. The purpose for which the bond was issued.
 - f. The bond interest rate at issuance and, if variable, the range of interest rates applicable.
 - g. Bond maturity date.
 - h. Federal tax status of the bond issue.
 - i. Estimate of the number of jobs created and retained for the Project.
4. All new straight lease transactions shall be listed and for each new straight lease transaction, the following information is required:
 - a. Name of the Project.
 - b. Whether the Project occupant is a not-for-profit corporation.
 - c. Name and address of each owner of the Project.
 - d. The estimated amount of tax exemptions authorized for each Project.

- e. The purpose for which each transaction was made.
- f. Method of financial assistance utilized for each Project, other than the tax exemptions claimed by the Project.
- g. Estimate of the number of jobs created and retained for the Project.

Sign below to indicate that you have read and understood the above.

Signature:	
Name:	CATHY BAEKER
Title:	OWNER
Company:	APHEREA INC.
Date:	12/28/20

DRAFT

Completed PPE Grant Applications for Board Consideration on January 20, 2021

Business Name	City	NAICS Definition	Compliant Project	Years in UC	Max Allowed	Ownership	Entity Type	FTE calc	Date/Time Finalized
Center for Creative Education	Kingston	Child and Youth Services	No	26	\$ 2,500.00	n/a	NPO	6.86	12/16/20 10:48 AM
Mirabellas	Saugerties	Full-Service Restaurants	No	8	\$ 2,500.00	Brendan M Amodio 100%	S-Corp	0.67	12/29/20 10:15 AM
P&G's Restaurant	New Paltz	Full-Service Restaurants	No	37	\$ 2,500.00	Michael Beck Jr. 58/Kristen Beck 42	C-Corp	6.88	12/30/20 7:21 AM
Kingston Bread & Bar	Kingston	Full-Service Restaurants	No	<1	\$ 2,500.00	Aaron Quick 51/Amanda Stromoski 25/Anthony Stromoski 24	S-Corp	5.56	12/30/20 8:38 AM
Ignite Fitness Inc.	New Paltz	Fitness and Recreational Sports Centers	No	16	\$ 2,500.00	Chad Tyrrell 100%	S-Corp	1.17	12/30/20 10:37 AM
Fischer Security and Electric Systems Inc.	Kingston	Electrical Contractors and Other Wiring Installation Contractors	No	50	\$ 1,708.91	Ron J. Fischer 100%	S-Corp	4.67	12/30/20 1:24 PM
Rough Draft Bar and Books	Kingston	Book Stores	No	3	\$ 2,500.00	Amanda Stromoski 49%/Anthony Stromoski 51%	S-Corp	1.34	12/30/20 3:11 PM
Full Moon Resort	Big Indian	Hotels (except Casino Hotels) and Motels	Yes	20	\$ 5,000.00	80% Henry Stout/20% Michael Densmore	Partnership	10.93	12/31/20 10:05 AM
Scalable Computer Services	Saugerties	Computer Systems Design Services	No	20	\$ 1,630.00	William J. Scala 100%	Sole Prop	0	1/4/21 5:50 PM
Mountain Brauhaus of Gardiner, LTD	Gardiner	Full-Service Restaurants	No	65	\$ 2,500.00	Mark Ruoff 25%/Kevin Casey 25%/ Ilka Casey 25%/ Veronica Okeefe Ruoff 25%	S-Corp	18.01	1/5/21 2:52 PM
Stone Soup Food Company	Kingston	Limited-Service Restaurants	No	12	\$ 1,510.88	Stephen Lewis 100%	Sole Prop	5.59	1/7/21 1:00 PM
Earthly Body Work LLC	New Paltz	Offices of All Other Miscellaneous Health Practitioners	No	14	\$ 2,500.00	Kimberly Carlson 100%	Sole Prop	0	1/8/21 2:55 PM
Simon Lodging Group LLC	Woodstock	Hotels (except Casino Hotels) and Motels	No	2.5	\$ 713.40	Martin Torres 50%/Joe DiThomas 50%	S-Corp	3.44	1/8/21 3:01 PM
Hudson Valley Sudbury School	Kingston	Elementary and Secondary Schools	No	16	\$ 2,500.00	n/a	NPO	4.98	1/11/21 9:52 AM
					<u>\$ 33,063.19</u>				

Funds Available Before 1/20/21 Approvals

\$49,177.54