Application to

Jefferson County Industrial Development Agency (JCIDA)

☐ Tax Exempt Bond Financing
☐ Taxable Bond Financing
☒ Lease Leaseback Transaction

Please contact the agency for more information regarding project eligibility and application process.

Applicant (Company) Name:
Watertown Renewables, LLC

Applicant Address:
101 Summer Street, Boston MA 02110

Phone:
860-806-0298

E-mail:
[redacted]

Application Date: 06/09/2022

Internal Use Only

Staff Signature and Date of Submission:_____

Completed Application Date:_____ Staff Initial_____

Revised Date:_____, Revision #:_____

Document Date: February 14, 2022

Fee Schedule

Updated as of the date of the document

Taxable and Tax Exempt Industrial Development Revenue Bonds

Application Fee:	A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.
Fee:	First $10 million ï 1.5% of the principal amount of the bond series. $10 million - $20 million ï 1% of the bond series. Any amount over $20 million ï 0.5% of the bond series. Annual Fee - $1,500.00
Point of Contact:	David Zembiec ï CEO JCIDA+1 (315) 782-5865

Lease Leaseback Transactions

Application Fee:	A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.
Fee:	With a PILOT: First $10 million ï 1.5% Second $10-$20 million - 0.5% Any amount over $20 million - 0.25% No PILOT ï 25% of the abatement value Annual Fee - $1,000.00 Application for Re-Assignment of benefits to new ownership - $2,000.00
Renewable Energy Projects:	Annual Administrative Fee - $1,500.00
Point of Contact:	David Zembiec - CEO JCIDA +1 (315)782-5865

Revised Date:_____, Revision #:_____

Document Date: 2/14/2022

Section I: Applicant Information

Please answer all questions. Use "None" or "Not Applicable" where necessary.

A) Applicant Information-company receiving benefit:

Applicant Name: Watertown Renewables, LLC

Applicant Address: 101 Summer Street, Boston MA 02110

Phone: 860-806-0298 Fax: _____

Website: www.nexamp.com E-mail: [redacted]

Federal ID#: [redacted] NAICS: _____

Will a Real Estate Holding Company be utilized to own the Project property/facility? ☐ Yes or ■ No

What is the name of the Real Estate Holding Company: N/A

Federal ID#: N/A

State and Year or Incorporation/Organization: N/A

List of stockholders, members, or partners of Real Estate Holding Company: N/A

Renewable Energy Projects: Attach ownership chart and indicate companies that will eventually own and operate project See attached.

B) Individual Completing Application:

Name: Dallas Manson

Title: Business Development Manager

Address: 101 Summer Street, Boston MA 02110

Phone: 860-806-0298 Fax: _____

E-Mail: [redacted]

C) Company Contact (if different from Section B above):

Name: _____

Title: _____

Address: _____

Phone: _____ Fax: _____

E-Mail: _____

Revised Date: _____, Revision #: _____

D) Company Counsel:

Name of Attorney: Kevin R. McAuliffe

Firm Name: Barclay Damon LLP

Address: Barclay Damon Tower, 12th Floor, 125 East Jefferson Street, Syracuse, New York 13202

Phone: 315-425-2875 Fax: _____

E-mail: [redacted]

E) Identify the assistance being requested of the Agency (select all that apply):

1. Exemption from Sales Tax ☐ Yes or ■ No
2. Exemption from Mortgage Tax ☐ Yes or ☐ xNo
3. Exemption from Real Property Tax ■ Yes or ☐ No
4. Tax Exempt Financing * ☐ Yes or ☐ xNo

* (typically for not-for-profits and qualified small manufacturers)

F) Applicant Business Information (check appropriate category):

Corporation	☐	Partnership	☐
Public Corporation	☐	Joint Venture	☐
Sole Proprietorship	☐	Limited Liability Company	☒

Other (please specify) _____

Year Established: 2020

State in which Organization is established: Delaware

G) List all applicant stockholders, members or partners with % of ownership greater than 5% (including all parent entities) [INCLUDE CHART]

NOTE: All applicants must include a current ownership chart reflecting equity ownership. Applications will not be accepted or deemed complete without this information.

The Agency's acceptance of this application will be specific to the existing equity ownership of the applicant and the Agency's ultimate approval is likewise specific to the applicant equity ownership (the taxpayer beneficiaries of the Agency's financial assistance). The Agency's approval of any proposed project shall be specific to the equity ownership of the Company at the time of application to the Agency. The Agency's approval of any financial assistance, including real property tax exemptions, is non-transferrable and may not be assigned or assumed without the Agency's prior written consent. Any

transfer in excess of fifty percent (50%) of the equity voting interests of the Company (including all parent companies of the Company through and including the ultimate taxpayer(s) owning or controlling the Company), other than to a Related Person of the Company, shall be deemed an assignment and require the prior written consent of the Agency. Any proposed assignment shall require the prior written consent of the Agency upon written application no less than 45 days prior to a regularly scheduled meeting of the Agency.

Name	**% of ownership**
Nexamp Capital, LLC *	100%

*In anticipation of financing, it is possible Applicant's sole member will change to an entity related to Nexamp Capital, LLC prior to closing the lease/leaseback transaction. Applicant will provide the Agency & Agency counsel with advance notice and required deliverables for any such change.

H) Applicant Business Description:

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility: Applicant's affiliate, Nexamp, Inc., develops, designs, builds, owns, finances, and operates commercial scale solar systems. Nexamp has over 200-solar projects, totaling 200+ megawatts of solar generating capacity. For this Project, Applicant proposes to develop and operate a 3.5 MW (AC), interconnected solar and 2.85 MW AC battery storage facility.

Estimated % of sales within Jefferson County: 70% (estimate)**

Estimated % of sales outside Jefferson County, but within New York State: 30% (estimate)**

Estimated % of sales outside New York State but within the U.S.: _____

Estimated % of sales outside the U.S. _____

(*Percentage to equal 100%) **Applicant endeavors to have all sales within Jefferson County, but if if Applicant doesn't secure 100% of available subscriptions from Jefferson County, Applicant will expand the offering area beyond Jefferson County.

I) What percentage of your total annual supplies, raw materials and vendor services are purchased from firms in Jefferson County. Include list of vendors, raw material suppliers and percentages for each. Provide supporting documentation including estimated percentage of local purchases.

The Project will have minimal, if any, annual supplies. After operations begin, the Project will contract with local vendors to provide maintenance services at the Project site.

Section II: Project Description & Details

A) Project Location:

List your current operation(s) locations in Jefferson County:

The Applicant has no current operations. The Applicant will have 2-projects (north & south) at the same address. Affiliates of Nexamp, Inc. have projects in Jefferson County: Pamelia Solar LLC; Waddingham Road Solar, LLC; Butterville*

List your current operation(s) locations in New York State:

*Road Solar, LLC; Black River Solar, LLC; Adams Renewables, LLC

Provide the Property Address of the proposed Project:

Part of 22088 Co Rte 60 (Floral Drive), Town of Watertown, NY (82.07-1-2.1)
(Applicant's Southern Solar facility)

Will the completion of the Project result in the removal, or reduction of an industrial or manufacturing plant of the Applicant from: one area of New York State to Jefferson County; or within Jefferson County?

☐ Yes or No ■

If Yes, please provide details _____

Will the completion of the Project result in the abandonment of one or more plants or facilities of the Applicant located within New York State?

☐ Yes or No ■

If Yes, please provide details _____

Will the Proposed Project cause Applicant's current operations within Jefferson County to be closed or be subjected to reduced activity?

☐ Yes or No ■

If Yes, please provide details _____

If Yes to any of the above three (3) questions, Applicant must complete Section IV of this Application.

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Will the completion of the Project result in the abandonment, removal, or reduction of an industrial or manufacturing plant of a closely aligned competitor from one area of New York State or Jefferson County?

☐ Yes or No ■

If Yes, please provide details _____

SBL Number for Property upon which proposed Project will be located: 82.07-1-2.1

What are the current real estate taxes on the proposed Project Site? $2,906

If amount of current taxes is not available, provide assessed value for each:

Land: $_____ Buildings(s): $_____

** *If available please include a copy of current tax bill.*

Are Real Property Taxes current? ■ Yes or ☐ No. If no, please explain _____

Town/City/Village: Watertown School District: Watertown City

Does the Applicant or any related entity currently hold fee title to the Project site? ☐ Yes or ■ No

If No, indicate name of present owner of the Project Site: Mark Catalina

Does Applicant or related entity have an option/contract to purchase the Project site? ☐ Yes or ■ No

B) Please provide narrative of project and the purpose of the project (new build, renovations, and/or equipment purchases). Identify specific uses occurring within the project. Describe any and all tenants and any/all end users: (This information is critical in determining project eligibility): Applicant proposes to develop a 3.5MW AC ground mounted solar energy facility integrated with 2.85 MW AC Tesla battery storage facilities. The Project will operate as both a community distributed generation (a/k/a community solar) and a non-wires alternative project. As with other community solar projects, the Project will allow local residents to subscribe to receive a discount on their electricity bill. The non-wires alternative portion of the Project will assist National Grid with meeting demand during peak hours, which will help address capacity issues at the Coffeen substation. At National Grid's request, the Applicant will discharge the energy stored in the Tesla batteries to the electric grid.

Describe the reasons why the Agency's Financial Assistance is necessary, and the effect the Project will have on the Applicant's business or operations. Focus on competitiveness issues, project shortfalls, etc… Your eligibility determination will be based in part on your answer (attach additional pages if necessary): The Agency's financial assistance will help mitigate the risks associated with this Project***,

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Please confirm by checking the box, below, if there is a strong possibility that the Project would not be undertaken but for the Financial Assistance provided by the Agency?

☒ **Yes or** ☐ **No**

If Yes, please provide details: Without the Agency Financial Assistance, it is unlikely this Project would be able to move forward.

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency: N/A

If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant? If the Applicant is unable to obtain Financial Assistance from the Agency for this Project, it is unlikely the Applicant will be able to proceed with the project.

C) Will Project include leasing any equipment ☐ Yes or ☒ No

If Yes, please describe: _____

D) Site Characteristics:

Describe the present use of the proposed Project site: The Project site is mostly an open field that occasionally is leased to 3rd parties to farm crops, including hay; but, the landowner has not consistently leased the property for farming (or other) use. The Applicant's proposed Projects (both south & north) encompass approximately 29.2 of the property's 132 acres. The landowner can continue to rent the remainder of the property for farming or other use that will not impede the Project.

Will the Project meet zoning/land use requirements at the proposed location? ☒ Yes or ☐ No

If Yes, please provide local zoning reference that applies: The Town of Watertown provided Site Plan and Special Use Permit approval.

For Renewable Energy Projects ï provide acres ☒ leased or ☐ owned: 15.2 Acres leased (south project)

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Describe the present zoning/land use: Neighborhood Commercial/R1

Describe required zoning/land use, if different: N/A

If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements: No further zoning/land use change is needed. The Town of Watertown changed the boundaries of the existing Neighboring Commercial zone to include the site of Applicant's Projects (see attached maps).

Is the proposed project located on a site where the known or potential presence of contaminants is complicating the development/use of the property? If yes, please explain: No

Have site plans been submitted to the appropriate planning board or department?

■ Yes or ☐ No

** If yes, please provide the Agency with a copy of the related State Environmental Quality Review Act (ñSEQRò) Environmental Assessment Form that may have been required to be submitted along with the site plan application to the appropriate planning department. Please provide the Agency with the status with respect to any required planning department approval: Site Plan Approval and Special Use Permit approval was issued, including a SEQR Negative Declaration.

Has the Project received site plan approval from the planning department? ■ Yes or ☐ No.

If Yes, please provide the Agency with a copy of the planning department approval along with the related SEQR determination.

E) Has a Phase I Environmental Assessment been prepared, or will one be prepared with respect to the proposed project site? ■ Yes or ☐ No If yes, please provide a copy.

F) Have any other studies or assessments been undertaken with respect to the proposed project site that indicate the known or suspected presence of contamination that would complicate the siteôs development?

☐ Yes or ■ No. If yes, please provide copies of the study

G) Provide any additional information or details: Contemporaneously with this Application, the Applicant is submitting an application for another 3.5MW project on the same property (Applicant's "north" project).

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H) Select Project Type for all end users at project site (you may check more than one):

** Please check any and all end users as identified below.

Industrial	☐	Back Office	☐
Acquisition of Existing Facility	☐	Retail	☐
Housing	☐	Mixed Use	☐
Equipment Purchase	☐	Facility for Aging	☐
Multi-Tenant	☐	Civic Facility (not for profit)	☐
Commercial	☐	Other Solar + Storage	☒

** Will customers personally visit the Project site for either of the following economic activities? If yes with respect to either economic activity indicated below, complete the Retail Questionnaire contained in Section III of the Application.

Retail Sales: ☐ Yes or ■ No Services: ☐ Yes or ■ No

For purposes of this question, the term ñretail salesò means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the ñTax Lawò) primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

I) Project Information:

Estimated costs in connection with Project:

Renewable Energy Projects use Cost Section on page 12.

1. Land and/or Building Acquisition: $_____
   _____ acres _____square feet
2. New Building Construction: _____square feet $ _____
3. New Building Addition(s): _____ square feet $_____
4. Infrastructure Work $_____
5. Reconstruction/Renovation: _____ square feet $_____
6. Manufacturing Equipment: $_____
7. Non-Manufacturing Equipment (furniture, fixtures, etc.): $_____
8. Soft Costs: (professional services, etc.): $_____
9. Other, Specify: _____ $_____

TOTAL Capital Costs: $_____

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Project refinancing; estimated amount
(for refinancing of existing debt only) $_____
Sources of Funds for Project Costs:

Bank Financing:	$ 4,721,024
Equity (excluding equity that is attributed to grants/tax credits)	$ 3,147,349
Tax Exempt Bond Issuance (if applicable)	$ 0
Taxable Bond Issuance (if applicable)	$ 0
Public Sources (Include sum total of all state and federal grants and tax credits)	$ 3,392,093
Identify each state and federal grant/credit:	
NYSUN- Base Incentive Solar Only	$ 723,180
NYSUN- Community Adder Solar Only	$ 297,780
Federal Investment Tax Credit (ITC	$ 2,371,133
Total Sources of Funds for Project Costs:	$ 11,260,467

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

If Yes, describe particulars:_____

_____

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Renewable Energy Project: Project Costs

1.	Project size	3.5 MWac 4.25 MWdc
2.	Solar equipment costs (panels, racking, all solar equipment to inverters)	$5,552,897
3.	Site equipment and FF&E costs (on-production equipment from inverter to interconnection, including site fencing, security and other equipment)	$136,021
4.	Site work and land preparation costs (earthwork, roadways, landscaping, and site plan improvements, highway cuts, wetland mitigation and other onsite infrastructure costs)	$783,781
5.	All interconnection costs whether direct or indirect expense through utility	$0
6.	All pre-development costs, including planning, engineering, site plan and permitting	$42,769
7.	Battery storage costs	$4,383,950
8.	All other soft costs including legal, planning and permitting	$42,769
9.	Community benefit payments or impact fees	$0
10.	Community adder	$297,780
11.	Community or market transition credit	$0
12.	Total annual lease amount for project	$20,500
13.	Other (please identify):	$_____
	_____	
	_____	
	_____	
	Total:	$11,260,467

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

If Yes, describe particulars: The Project was submitted for Site Plan/Special Permit Approval with the Town of Watertown; engineering and permitting costs have been incurred.

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Mortgage Recording Tax Exemption Benefit: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/bridge financing): $ N/A

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage Amount as indicated above multiplied by 3/4%): $ N/A

Construction Cost Breakdown:

Total Cost of Construction $ 10,856,649 (sum of 2,3,4,5, and/or 7 in Question I, above)

Cost for materials: $ 8,166,621
% sourced in Jefferson County: TBD %
% sourced in New York State 10 % (including Jefferson County)
List major material suppliers if known _____

Cost for labor: $ 2,690,029
Expected Full-Time Equivalent Jobs during construction 30 (estimate)
Expected Total Labor Hours during construction 48,671 (estimate)
List major subcontractors, if known _____

Sales and Use Tax: Gross amount of costs for goods and services that are subject to State and local Sales and Use tax - said amount to benefit from the Agencyôs Sales and Use Tax exemption benefit:

$ N/A

Estimated State and local Sales and Use Tax Benefit (product of N/A % multiplied by the figure, above):

$ N/A

** *Note that the estimate provided above will be provided to the New York State Department of Taxation and Finance. The Applicant acknowledges that the transaction documents may include a covenant by the Applicant to undertake the total amount of investment as proposed within this Application, and that the estimate, above, represents the maximum amount of sales and use tax benefit that the Agency may authorize with respect to this Application. The Agency may utilize the estimate, above, as well as the proposed total Project Costs as contained within this Application, to determine the Financial Assistance that will be offered.*

Real Property Tax Benefit:

Identify and describe if the Project will utilize a real property tax exemption benefit OTHER THAN the Agencyôs PILOT benefit: N/A

JCIDA PILOT Benefit: Agency staff will indicate the amount of PILOT Benefit based on estimated Project Costs as contained herein and anticipated tax rates and assessed valuation, including the annual PILOT Benefit abatement amount for each year of the PILOT benefit year and the sum total of PILOT Benefit abatement amount for the term of the PILOT as depicted in Section II(I) of the Application.

Percentage of Project Costs financed from Public Sector sources: Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon Sources of Funds for Project Costs as depicted above in Section II(I) of the Application.

J) For the proposed facility, please indicate the square footage for each of the uses outlined below:

*If company is paying for FFE for tenants, please include in cost breakdown

	Square Footage	Cost	% of Total Cost of Project
Manufacturing/Processing			
Warehouse			
Research & Development			
Commercial			
Retail (see section K)			
Office			
Specify Other			

K) What is your project timetable (Provide dates):

1. Start date: acquisition of equipment or construction of facilities: Q3 2022
2. Estimated completion date of project: Q1 2023
3. Project occupancy ï estimated starting date of operations: Q1 2023
4. Have construction contracts been signed? ☐ Yes or ■ No
5. Has Financing been finalized? ☐ Yes or ■ No

** *If constructions contracts have been signed, please provide copies of executed construction contracts and a complete project budget. The complete project budget should include all related construction costs totaling the amount of the new building construction, and/or new building addition(s), and/or renovation.*

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The Project will not result in any permanent employment.

L) Is the proposed Project necessary to expand Applicant employment: ☐ Yes or ☐ xNo

Is the proposed Project necessary to retain existing employment: ☐ Yes or ■ No

M) Employment Plan (Specific to the proposed project location):

	Current # of jobs at proposed project location or to be relocated at project location	IF FINANCIAL ASSISTANCE IS GRANTED ï project the number of FTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED ï project the number of FTE jobs to be CREATED upon THREE Years after Project completion
**Full time (FTE)	0	0	0

** By statute, Agency staff must project the number of FTE jobs that would be retained and created if the request for Financial Assistance is granted. Agency staff will project such jobs over the Three-Year time period following Project completion. convert part-time jobs into FTE jobs by dividing the number of part-time jobs by two (2). A FTE job is one that works the equivalent of a 40-hour week for 48 weeks. A part-time job is one that works the equivalent of a 20-hour week for 24 weeks.

Salary and Fringe Benefits for Jobs to be Retained and Created: The Project will not result in permanent employment

Category of Jobs to be Retained and Created	FTE	Average Salary or Range of Salary	Average Fringe Benefits or Range of Fringe Benefits
Management	0		
Professional	0		
Administrative	0		
Production	0		
Transportation/Logistics	0		
Warehousing	0		
Other	0		
TOTAL	0		

Employment at other locations in County/City/Town/Village: (provide address and number of employees at each location): Not applicable

Location Address		
Full time		
Part Time		
Total		

N) Will any of the facilities described above be closed or subject to reduced activity? ☐ Yes or ☐ No

** *If any of the facilities described above are located within the State of New York, and you answered Yes to the question, above, you must complete Section IV of this Application.*

** *Please note that the Agency may utilize the foregoing employment projections, among other items, to determine the Financial Assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction documents may include a covenant by the Applicant to retain the number of jobs and create the number of jobs with respect to the Project as set forth in this Application.*

O) Is the proposed Project reasonably necessary to prevent the Applicant from moving out of New York State? ☐ Yes or ☐ No. Out of Jefferson County? ☐ Yes or ☐ No.

If yes, please explain and identify the other locations being investigated, type of assistance offered and provide supporting documentation if available: If the Applicant is unable to obtain Financial Assistance from the Agency for this Project, it is unlikely the Applicant will proceed with the Project.

P) What competitive factors led you to inquire about sites outside of Jefferson County or New York State? Interconnection viability and available capacity on the 3-phase feeders

Q) Have you contacted or been contacted by other Local, State and/or Federal Economic Development Agencies? ☐ Yes or ■ No.

Have you applied, or intend to apply for additional Grant Funding, or tax incentives? ■ Yes or ☐ No.

If yes, please identify which agencies and what other Local, State and/or Federal assistance and the assistance sought and dollar amount that is anticipated to be received: The Project may seek tax credit financing,*/

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*/but no defined tax credit financing strategy has been identified for Applicant's Projects (south & north).

Section III Retail Questionnaire

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 to purchase services.

Please answer the following:

A. Will any portion of the Project (including that portion of the cost to be financed from equity or other sources) consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site?

☐ Yes or ■ No. If the answer is yes, please continue. If no, proceed to section V

For purposes of Question A, the term "retail sales" means (i) sales by a registered vendor under Article 28 of the Tax Law of the State 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 (ii) sales of a service to customers who personally visit the Project.

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% do not complete the remainder of the retail determination and proceed to section V.**

If the answer to A is Yes <u>AND</u> the answer to Question B is greater than <u>33.33%,</u> indicate which of the following questions below apply to the project:

1. Will the Project be operated by a not-for-profit corporation ☐ Yes or ☐ No.

2. Is the Project location or facility likely to attract a significant number of visitors from outside the economic development region (list specific County or ED region) in which the project will be located?

☐ Yes or ☐ No

If yes, please provide a third-party market analysis or other documentation supporting your response.

3. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the municipality within which the proposed Project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services?

☐ Yes or ☐ No

If yes, please provide a third-party market analysis or other documentation supporting your response.

4. 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 or ☐ No.

If yes, explain _____

_____

5. Is the Project located in a Highly Distressed Area? ☐ Yes or ☐ No

Section IV Inter-Municipal Move Determination

The Agency is required by State law to make a determination that, if completion of a Project benefiting from Agency Financial Assistance results in the removal of an industrial or manufacturing plant of the Applicant from one area of New York State to another area of the State; or in the abandonment of one or more plants or facilities of the Applicant located within the New York State , Agency Financial Assistance is required to prevent the Applicant from relocating out of the New York State, or is reasonably necessary to preserve the Applicant's competitive position in its respective industry.

Explain how the Agency's Financial Assistance is required to prevent the Project from relocating out of New York State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry: _____

_____

_____

Section V Adaptive Reuse Determination

(Adaptive Reuse is the process of adapting old structures or sites for new purposes)

Are you applying for a tax incentive under the Adaptive Reuse Program? ☐ Yes or ■ No

If No, please proceed to next Section

A) What is the age of the structure (in years) _____

B) Has the structure been vacant or underutilized for a minimum of 3 years? (Underutilized is defined as a minimum of 50% of the rentable square footage of the structure being utilized for a use for which the structure was not designed or intended) ☐ Yes or ☐ No. How many years? _____

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C) Is the structure currently generating insignificant income? (Insignificant income is defined as income that is 50% or less than the market rate income average for that property class) ☐ Yes or ☐ No
If yes, please provide dollar amount of income being generated, if any _____

_____

D) Does the site have historical significance? ☐ Yes or ☐ No

E) Are you applying for either State/Federal Historical Tax Credit Programs? ☐ Yes or ☐ No. If yes, provide estimated value of tax credits _____

F) Summarize the financial obstacles to development that this project faces without Agency or other public assistance. Please provide the Agency with documentation to support the financial obstacles to development (you will be asked to provide cash flow projections, documenting costs, expenses and revenues with and without IDA and other tax credits included indicating below average return on investment rates compared to regional industry averages): _____

_____

G) Briefly summarize the demonstrated support that you intend to receive from local government entities. Please provide the Agency documentation of this support in the form of signed letters from these entities:

_____

_____

_____

H) Please indicate other factors that you would like the Agency to consider such as: structure or site presents significant public safety hazard and or environmental remediation costs, site or structure is located in distressed census tract, structure presents significant costs associated with building code compliance, site has historical significance, site or structure is presently delinquent in property tax payments:

_____

_____

_____

_____

Section VI: Estimate of Real Property Tax Abatement Benefits and Percentage of Project Costs financed from Public Sector sources

**** Section V of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.**

PILOT Estimate Table Worksheet

Dollar Value of New Construction and Renovation Costs	Estimated New Assessed Value of Property Subject to IDA*	County Tax Rate/1000	Local Tax Rate (Town/City/Village)/1000	School Tax Rate/1000

*Apply equalization rate to value

PILOT Year	% Payment	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
TOTAL							

***Estimates provided are based on current property tax rates and assessment values**

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Percentage of Project Costs financed from Public Sector Table Worksheet:

Total Project Cost	Estimated Value of PILOT	Estimated Value of Sales Tax Incentive	Estimated Value of Mortgage Tax Incentive	Total of Other Public Incentives (Tax Credits, Grants, ESD Incentives, etc.)

Calculate %

(Est. PILOT + Est. Sales Tax+ Est. Mortgage Tax+ Other)/Total Project Costs: _____%

JCIDA will also complete a Cost-Benefit analysis using information contained within this Application, and available to the Public.

Section VII Representations, Certifications and Indemnification

Chris Clark (name of CEO or other authorized representative of Applicant) confirms and says that he/she is the Senior Vice President (title) of Watertown Renewables, LLC (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, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.

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

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

Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant. Copies of all filings shall be provided to the Agency.

D. Employment Reports: The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization and such other information (collectively, ñEmployment Reportsò) that may be required from time to time on such appropriate forms as designated by the Agency. 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 Agent Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.

E. The Applicant acknowledges that certain environmental representations will be required at closing. The Applicant shall provide with this Representation, Certification and Indemnification Form copies of any known environmental reports, including any existing Phase I Environmental Site Assessment Report(s) and/or Phase II Environmental Investigations. The Agency may require the Company and/or owner of the premises to prepare and submit an environmental assessment and audit report, including but not necessarily limited to, a Phase I Environmental Site Assessment Report and a Phase II Environmental Investigation, with respect to the Premises at the sole cost and expense of the owner and/or the Applicant. All environmental assessment and audit reports shall be completed in accordance with ASTM Standard Practice E1527-05, and shall be conformed over to the Agency so that the Agency is authorized to use and rely on the reports. The Agency, however, does not adopt, ratify, confirm or assume any representation made within reports required herein.

F. The Applicant and/or the owner, and their successors and assigns, hereby release, defend and indemnify the Agency from any and all suits, causes of action, litigations, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements, fees or expenses of any kind or nature whatsoever (including, without limitation, attorneysô, consultantsô and expertsô fees) which may at any time be imposed upon, incurred by or asserted or awarded against the Agency, resulting from or arising out of any inquiries and/or environmental assessments, investigations and audits performed on behalf of the Applicant and/or the owner pursuant hereto, including the scope, level of detail, contents or accuracy of any environmental assessment, audit, inspection or investigation report completed hereunder and/or the selection of the environmental consultant, engineer or other qualified person to perform such assessments, investigations, and audits.

G. 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 Agencyôs costs of general counsel and/or the Agencyôs 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 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 Application, regardless of whether or not the Application or the proposed Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (ii) the Agency's acquisition, construction and/or installation of the proposed Project described herein; and (iii) any further action taken by the Agency with respect to the proposed Project including, without limiting the generality of the foregoing, all causes of action and attorney's fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law 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, any mortgage recording tax exemption claimed by the Applicant and approved by the Agency, and/or any real property tax abatement 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. The Applicant further represents and warrants that the information contained in this Application, including without limitation information regarding the amount of the New York State and local sales and use tax exemption benefit, the amount of the mortgage recording tax exemption benefit, and the amount of the real property tax abatement, if and as applicable, to the best of the Applicantôs knowledge, is true, accurate and complete.

H. This obligation includes an obligation to submit an Agency Fee Payment to the Agency in accordance with the Agency Fee policy effective as of the date of this Application

I. By executing and submitting this Application, the Applicant covenants and agrees to pay the following fees to the Agency and the Agencyôs general counsel and/or the Agencyôs bond/transaction counsel, the same to be paid at the times indicated:

(i) a non-refundable $2,500 application and publication fee (the ñApplication Feeò);

(ii) a $N/A expense deposit for the Agencyôs Counsel Fee Deposit.

(iii) Unless otherwise agreed to by the Agency, an amount equal to */* percent (154,813.44%) of the total project costs. */*1.5% up to $10MM, 0.5% above $10MM

(iv) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agencyôs general counsel and/or the Agencyôs bond/transaction counsel, thus note that the Applicant is entitled to receive a written estimate of fees and costs of the Agencyôs general counsel and the Agencyôs 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.

J. If the Applicant fails to conclude or consummate the 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 the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs incurred by the Agency in furtherance of the Application, up to that date and time, including but not necessarily limited to, fees of the Agencyôs general counsel and/or the Agencyôs bond/transaction counsel.

K. The Applicant acknowledges and agrees that all payment liabilities to the Agency and the Agencyôs general counsel and/or the Agencyôs bond and/or transaction counsel as expressed in Sections H and I are obligations that are not dependent on final documentation of the transaction contemplated by this Application.

L. The cost incurred by the Agency and paid by the Applicant, the Agencyôs general counsel and/or bond/transaction counsel 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.

M. The Applicant acknowledges that the Agency is subject to New York Stateôs 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**.

N. The Applicant acknowledges that it has been provided with a copy of the Agencyôs Policy for Termination of Agency Benefits and Recapture of Agency Benefits Previously Granted (the ñTermination and Recapture Policyò). The Applicant covenants and agrees that it fully understands that the Termination and Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Termination and Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.

O. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing 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, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

P. 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.

Q. 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 the Project.

R. 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 New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

S. The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

COMMONWEALTH OF MASSACHUSETTS
STATE OF NEW YORK)
COUNTY OF JEFFERSON*) ss.:*SUFFOLK

Chris Clark, being first duly sworn, deposes and says:

1. That I am the Senior Vice President (Corporate Office) of Watertown Renewables, LLC (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.

WATERTOWN RENEWABLES, LLC

By: [redacted]
(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 21st day of June, 2022

[redacted]
(Notary Public)

BRIANNA RAINVILLE
Notary Public
Commonwealth of Massachusetts
My Commission Expires
February 3, 2028

Revised Date:_____, Revision #:_____