



Ladies and Gentlemen:

Enclosed please find the application of the Dutchess County Industrial Development DCIDA (the "DCIDA"). Please be advised that there is a \$250.00 application fee to be paid by the client and to be enclosed with the completed application in order to enable the DCIDA to proceed with the benefit package.

You will receive an Engagement Letter which constitutes an explanation of legal fees and costs related to our counsels' work with respect to your project. This Engagement Letter will require an escrow account of \$5,000.00 and our counsel will invoice you monthly on an hourly rate basis for services rendered and deduct it from the escrow account. Should you terminate the agreement or abandon the project, any unused funds will be returned to you. If you have any questions concerning this matter, please contact me.

I advise you that the DCIDA itself does not lend money. Instead, the DCIDA issues bonds for the benefit of the project applicant. The project applicant must find a purchaser of the bonds and agree as to terms and conditions of repayment, interest rate, interim advances during construction, what securities are to be pledged, etc., just as the project applicant and a lender would in any other secured transaction. On filing an application, the project applicant should be fairly secure in knowing where to obtain the requisite moneys.

No work should be commenced or construction contracts entered into or materials ordered or land purchased if any of these expenses are to be included in the bond issue prior to the DCIDA passing an Inducement Resolution and Agreement with the project applicant after an application is filed. To do so may jeopardize the inclusion of the expense of such item in the bond issue.

In completing the application, please note certain material is requested that is required by statute in order to authorize the issuance of the bonds, to wit: the increased employment and your history as to location and why you are expanding or locating in Dutchess County. The bonds are issued as an inducement in industrial, commercial and warehousing facilities that presently do not exist in Dutchess County, or, if they exist, there is an expansion program contemplated. The bond proceeds cannot be used in any way for refinancing existing mortgages.

Prior to the issuance of IDA benefits (PILOT and/or bonds), the project applicant is required to make an agreement in lieu of taxes with all local taxing authorities and furnish the DCIDA with a certified copy of all of the agreements in lieu of taxes. An issue will not close without this document in place. The processing fees of the DCIDA is one percent (1%) of the first \$2.5 million of the estimated project cost and one-quarter of one percent (.25%) for the estimated project in excess of \$2.5 million



The project applicant additionally will be required to pay DCIDA Counsel fees, Bond Counsel fees and other direct expenses of the DC IDA, including, but not limited to, accounting and engineering expenses. The project applicant agrees that such legal fees and other direct expenses of the DC IDA such as publication costs and stenographer's fees are payable separately from the application and processing fees. The above fees will be payable in full on the sale of the bonds. Failure and neglect to proceed to close will result in pro rata tender of billings.

Upon receiving the application in my office, I will convene a meeting of the DCIDA to meet with the principals personally to discuss the application, as now required by DCIDA policy.

Please note that the DCIDA is under no obligation to act favorably on this application, and the project applicant agrees to release the DCIDA, its members, its staff, its successors and assigns from any claim against the DCIDA that may arise from the DCIDA's processing the application or by the DCIDA's either granting or denying the application.

Because the DCIDA is an exempt organization under the Internal Revenue Code of 1986, as amended, I advise you further that certain benefits will accrue during construction, such as the nonpayment of sales taxes on goods purchased for either initial construction or start-up equipment. Furthermore, upon the filing of documents, no mortgage tax will be necessary between the DCIDA and a trustee or bank collecting the moneys during the financing for the repayment of bonds. In accordance with New York State regulations, you are advised that we are obligated to include a "Recapture of Benefit Provision" in our application which details DCIDA procedure to be utilized to recapture benefits given to projects in certain instances.

If I can be of further assistance, please feel free to contact our office.

Very truly yours,

Sarah Lee  
Executive Director

Enclosures

PLEASE TAKE NOTICE — The DC IDA in certain respects is subject to the Freedom of Information Law or Sunshine Laws of the State of New York. If there are any confidential matters or negotiations for real property taking place that would be adversely affected by revelation of the particulars to the public or media, it is suggested that this matter be discussed with the DCIDA Counsel or personnel directly and not set forth in the initial application unless required by Bond Counsel for the preparation of the Inducement Resolution. Any financial disclosures of the project applicant requested should be marked confidential to ensure their attention as confidential documents. Although the DCIDA does not pass on the project applicant's financial ability to pay, which is the bond purchaser's prerogative, the DCIDA does want to know that the project applicant is a viable business enterprise.





*To help companies locate here, make needed capital expansion  
or grow existing and new jobs.*

3 Neptune Road  
Poughkeepsie, NY 12601  
Phone: 845.463.5400 Fax: 845.463.0100  
Email: [info@thinkdutchess.com](mailto:info@thinkdutchess.com)  
[www.thinkdutchess.com](http://www.thinkdutchess.com)

**APPLICATION FOR FINANCIAL ASSISTANCE**



**DCIDA Board and Staff**  
**OFFICERS**

---

**Chairman**

Timothy E. Dean

**Vice Chairman**

Mark Doyle

**Secretary/Treasurer**

Kathleen M. Bauer

**Executive Director**

Sarah Lee

**Chief Financial Officer**

Marilyn Yerks

**Compliance Officer/  
Records Access Officer**

Marilyn Yerks

---

**BOARD OF DIRECTORS**

Kathleen M. Bauer

Timothy E. Dean

Mark Doyle

Don Sagliano

Alfred D. Torreggiani

**Counsel**

Donald Cappillino

Elizabeth Cappillino

---

**COUNTY GOVERNMENT**

**County Executive**

Marcus J. Molinaro

Dutchess County Office Building 22 Market

Street, Sixth Floor

Poughkeepsie, NY 12601

Tel.# (845) 486-2000(B)

Fax # (845) 486-2021

Email: [mmolinaro@dutchessny.gov](mailto:mmolinaro@dutchessny.gov)

This e-mail address is being protected from  
spambots.

**Dutchess County Legislature**

A. Gregg Pulver, Chairman

Dutchess County Office Building 22 Market

Street, Sixth Floor

Poughkeepsie, NY 12601

Tel # (914) 474-0908 (B)

Fax # (845) 486-2113

Email: [gpulver@dutchessny.gov](mailto:gpulver@dutchessny.gov)



## MISSION STATEMENT

The Dutchess County Industrial Development DCIDA [DCIDA] was created to further economic development in Dutchess County through the issuance of bonds to facilitate the building of capital projects with the resultant construction jobs and permanent follow on employment.

## INSTRUCTIONS

### I. Application Submission and Application Fees

All applications will be subject to approval of the Dutchess County Industrial Development DCIDA ("DCIDA") and no financial Assistance can be provided, including a sales tax exemption on purchases made prior to DCIDA approval, until the application has been approved.

The DCIDA will not approve any applications unless, in the judgment of the DCIDA, the application contains sufficient information upon which to base a decision whether to approve or tentatively approve an action. The DCIDA may find it necessary to request additional information, should additional information be required the DCIDA will not consider the application complete until all additional information is received.

The DCIDA will not give final approval to this application until the DCIDA receives a completed environmental assessment form concerning the Project.

All projects receiving a benefit greater than \$100,000 are required to have a public hearing inclusive of a 10 day notice before any approval can be granted by the DCIDA.

The DCIDA has established an application fee of \$250.00 to cover the anticipated costs of processing the application. A check or money order made payable to the Dutchess County Industrial Development DCIDA (DC IDA) must accompany each application. The Application WILL NOT be accepted by the DCIDA unless accompanied by the application fee.

When completed, return the application to the *Dutchess County IDA, 3 Neptune Road, Poughkeepsie, NY 12601.*

The applicant will be required to pay to the DCIDA the actual costs incurred in connection with this application and the Project contemplated herein (to the extent such expenses are not paid out of the proceeds of the DCIDA's bond issued to finance the project). The Applicant will also be expected to pay all costs incurred by general counsel and bond counsel to the DCIDA. The costs incurred may be considered as part of the bond issue.

The DCIDA has established an administrative fee for each project it engages. Unless the DCIDA agrees in writing to the contrary, the project fee is required to be paid by the applicant at or prior to the granting of any financial assistance by the DCIDA

## II. Application Components and Exhibits

The sections below are included in the Application. These make up the required information and documents that must be completed and submitted to the DCIDA in order for your Application to be considered. Failure to provide information may impact your project being considered in a timely manner.

Fill in all blanks, using “none” or “not applicable” or “N/A” where the question is not appropriate to the project which is the subject of this application (the “Project”)

If an estimate is given as an answer to a question, put “est.” after the figure or answer, which is estimated.

If more space is needed to answer any question, please attach a separate sheet.

**Section 1- Applicant Information**

**Section 2 – Project Description and Details**

**Section 3 – Project Evaluation Checklist**

**Section 4 – Retail Determination**

**Section 5 – Inter-Municipal Move Determination**

**Section 6 – Single or Multi-Tenant Determination**

**Section 7 – Representations, Certifications and Indemnification Forms**

**Section 8 – Local Labor Certification Form**

**Attachment 1 – DCIDA Standard Fee Schedule and other Fees**

**Attachment 2 – Additional Community Benefit Metrics Definition**

**Environmental Assessment Form (EAF)**– An Environmental Assessment must be completed for every project. The Short Environmental Assessment Form is available on the DCIDA Website at <https://thinkdutchess.com/ida/application/>. However in some instances a Long Form EAF may need to be completed.

### III. Insurance

Once a project is approved by the DCIDA, insurance will be required. Details of the required insurance will be provided in the DCIDA contracts, in the meantime please note that insurance is to be provided after Board approval but prior to utilization of your IDA benefits. Insurance shall be maintained during the term of any applicable Agent Agreement or Lease Agreement by and between the DCIDA and Project Applicant. Proof of Insurance will be required and requested on an annual basis.

### IV. Local Workforce Policy

Construction jobs though limited in time duration, are vital to the overall employment opportunities in Dutchess County.

For projects \$10,000,000 and above, the DCIDA believes that Project Applicants, as a condition to receiving a real property tax abatement also referred to as a Payment in Lieu of Taxes (PILOT) from the Agency, will be required to utilize qualified Workforce for all projects involving the construction, expansion, equipping, demolition and/or remediation of new, existing, expanded or renovated facilities (collectively, the "Project Site").

The Local Area is defined as individuals residing in the following County /Cities /Towns /Villages as well as the following Counties (collectively, the "Local Area"): Columbia County, Dutchess County, Greene County, Orange County, Putnam County, Rockland County, Sullivan County, Ulster County and Westchester County. Companies receiving a PILOT as part of their financial assistance shall ensure that at least 80% of total work hours of the general contractor, subcontractor, or subcontractor to a subcontractor (collectively the "Workers") working on the Project Site must reside within the Local Area. The 80% shall be measured by hours in total at the time of completion of the project. Companies do not have to be local companies as defined herein, but must employ local Workers residing within the Local Area to qualify under the 80% local Workforce criteria.

It is understood that at certain times, Workers residing within the Local Area may not be available with respect to a Project. Under this condition, the Company is required to contact the DCIDA to request a waiver of the Local Utilization Requirement (the "Local Workforce Utilization Waiver Request") waivers may be granted in the following situations (a) Warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers (b) Specialized construction for which qualified Local Workforce Area workers are not available (c) Significant cost differentials in bid prices whereby the use of local Workforce significantly increases the cost of the project. A cost differential of 10% is deemed significant. Every effort should be made by the contractor or applicant to get below the 10% cost differential including, but not limited to, meeting with local construction trade organizations and local contractor associations (d) Documented lack of workers meeting the Local Workforce Area



requirement. The DCIDA shall evaluate the Local Workforce Utilization Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

## **V. Recapture of Financial Assistance**

In order to better ensure the integrity of the projects that receive Financial Assistance from the DCIDA, has determined that is in the public interest: (a) to ensure the continuity of such project and the jobs created by such projects; (b) ensure the use of local workforce during project construction, expansion, equipping, demolition and/or remediation of new, existing, expanded or renovated facilities (c) to ensure that the investment amount as proposed by the Applicant and approved by the DCIDA is made (d) to ensure that the state and local taxes and use tax exemption benefits are utilized in the amount as so authorized by the DCIDA (e) to ensure the state and local sales and use tax exemptions benefits are only utilized by the company/applicant and its duly appointed agents; (f) to ensure that the state and local sales and use tax are only utilized on the specific project as described in the Application and (g) to ensure that the Company complies with the certain material terms and conditions as determined by the DCIDA. At such time as the Applicant fails to meet the terms of the Agreement including failing to retain and create jobs as represented in the Application a recapture of any or all state and local sales and use tax exemption benefits, mortgage recording tax exemption benefits and real property abatement benefits may be required to be paid by the Applicant.

Details on the DCIDA Policy can be found on the DCIDA Website

(<https://thinkdutchess.com/ida/dcida-public-documents-and-policies/>)

- Maintaining Performance Based incentives for projects granted assistance including a PILOT
- Projects granted assistance without a PILOT.

## **VI. Submission and Acceptance of the Application for Financial Assistance**

Please note that the DCIDA is under no obligation to act favorably on this application, and the project applicant agrees to release the DCIDA, its members, its staff, its successors and assigns from any claim against the DCIDA that may arise from the DCIDA's processing the application or by the DCIDA's either granting or denying the application.

Please note that Article 6 of the Public Officers Law declares that all records in the possession of the DCIDA (with certain limited exceptions) are open to public inspection and copying. Also, as of December 2018, the IDA will post project applications on the Agency's

website. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of Public Officers Law.

**C. Company Contact** (if different from individual completing application)**NOTE: See Note 1 in attached Addendum.**

Name: Luke Stevens (USEF Tioranda, LLC)  
 Title: Analyst  
 Address: 9830 Colonnade Blvd., Ste. 600, San Antonio, TX 78230  
 Phone: (210) 241-3319 Fax: N/A  
 Email: luke.stevens@usrealco.com

**D. Company Counsel:**

Name of Attorney: Robert Ryan  
 Firm Name: Harris Beach PLLC  
 Address: 677 Broadway, Suite 1101, Albany, NY 12207  
 Phone: (518) 701-2715 Fax: (518) 427-0235  
 Email: rryan@harrisbeach.com

**E. Request for Assistance:**

Please check which type of assistance you are applying for (select all that apply):

1	Bond Issuance (Tax Exempt / Taxable)	
2	Straight Lease	
	a. Payment in Lieu of Taxes	X
	b. Sales Tax Exemptions	X
	c. Mortgage Tax Exemption	X

Is this part of a Multi-Phase Project? \_\_\_ Yes X No**F. Form of Business Organization:****NOTE: See Note 1 in attached Addendum.**

\_\_\_ For-profit corporation \_\_\_ Not-for-profit corporation  
 \_\_\_ General partnership \_\_\_ Limited partnership  
X Limited liability company \_\_\_ Sole proprietorship

If you are a corporation or limited liability company, please provide date and state of incorporation:

DE, 2020

If a foreign corporation or foreign limited liability company, please provide date authorized to do business in New York:

July 23, 2020

**G. Please list Principal Owners/Officers/Directors**

**NOTE: See Note 2 in attached Addendum.**

(Principal owners that hold more than 15% equity ownership):

USEF Tioranda, LLC is a Special Purpose Entity ("SPE") created specifically for this project. The SPE is comprised of two member affiliates of USAA Real Estate Company ("USAA"): "USAA Eagle Real Estate Multi-Sector Operating Partnership, LP" (owns 85% of SPE) and "US Real Estate Limited Partnership" (owns 15% of SPE). Bluewater Property is the developer for the venture.

If Applicant has a significant relationship with an affiliate company(ies), please list the name and address of such affiliate(s):

N/A

**H. Applicant Business Description:** Brief description of company, operations, products and services Description is critical in determining eligibility. Attach additional pages if needed:

**NOTE: See Note 3 in attached Addendum.**

Applicant would develop and own the facility proposed at the site. Applicant intends to lease the facility on a long-term triple net basis to Occupant (Amazon.com Services LLC a.k.a. "Amazon" or the "Tenant"). Lease agreement with Amazon is contingent on DCIDA award. All DCIDA benefits would pass directly to Amazon via the lease structure. See attached Project Redtail Overview for further detail.

**I. Brief Description of Company History** (formation, growth, transitions, location):

**NOTE: See Note 4 in attached Addendum.**

Applicant is USEF Tioranda, LLC, which is an SPE created specifically for this project. USAA is the primary investor in this SPE. Bluewater Property Group ("BPG") is the development partner for this project.

USAA is in the business of acquiring, developing, financing and managing quality real estate investments across all property sectors. USAA provides equity to complement third party debt, and its services include the full range needed to assist Developers in designing, developing, and constructing a project.

BPG is a principal development organization formed by a multi-disciplined team of career real estate investment practitioners with a dedicated focus on the US



Yes.

**O.** Please attach a copy of most recent company annual audit. **NOTE: See Note 8 in attached Addendum.**

N/A.

**P.** Please attach sales and income projections or a project pro forma for next 3 to 5 years. **NOTE: See Note 8 in attached Addendum.**

N/A.

**Section 2: Project Description & Details**

**A. Industry**

Please check off the Project's Industry Sector:

- Natural Resources / Mining
- Construction
- Utilities
- Manufacturing
- Wholesale / Retail
- Transportation /Warehousing
- Information Technology
- Financial Services
- Professional / Business Services
- Education or Healthcare Services
- Leisure and Hospitality
- Government

Other (Please write): \_\_\_\_\_

North American Industrial Classifications Number (NAICS) 454110

**B. Project Location**

Project Address 1940 Rte. 52  
Hopewell Junction, NY 12533

Section Block Lot (SBL) Number for Property which proposed Project will be located:	
---	--



<b>Parcel #1:</b> 1940 Route 52, Hopewell Junction, NY	Section 6356 Block 04 Lot 606028
<b>Parcel #2:</b> Route 52 Rear, Hopewell Junction, NY	Section 6355 Block 00 Lot 501905
<b>Parcel #3:</b> Route 52 Rear, Hopewell Junction, NY	Section 6355 Block 00 Lot 854904

## Property Tax Jurisdiction:

Municipal: Town of East Fishkill  
 School District: Wappingers Central School District

Are the Real Property Taxes current? X Yes     No  
 If no, please explain \_\_\_\_\_

## Utilities: Indicate which, if any, utilities are on site

X Water    X Electric  
X Gas      X Sanitary/Storm Water

Does the Applicant or any related entity hold fee title to the Project Site?     Yes X No

If no, Present legal owner of site: RWHPA, LLC

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

Describe the present use of the proposed Project Site.  
 Known as the "IBM West Campus", the site was constructed by IBM in the 1980's but has been vacant and fallow for decades.

The facility consists of a building/space which will be (check as applicable)

    Acquired    X Constructed  
    Renovated       Expanded

In the space below briefly describe the proposed project and its purpose (new build, renovations, and equipment purchases). Identify specific uses occurring with the project. Describe any and all tenants and any/all end users. *(Attach detailed information if necessary).*

Proposed new warehouse/distribution center building of approximately 629,186 SF.

Describe why the DCIDA's financial assistance is necessary and if the applicant is unable to obtain DCIDA financial assistance, what will be the impact on the Applicant and Dutchess County and/or municipality? Would the applicant proceed with the project without DCIDA assistance? *(Attached additional sheets if necessary).*



Applicant's proposed lease with Amazon is contingent on the DCIDA award. The lease with Amazon would result in the creation of approximately 500 FTE jobs by the proposed Tenant and \$90 million in construction costs and \$25 million in personal property capital investment through the development of Project Redtail.

Tenant is evaluating whether the Project improves the Tenant's competitiveness and provide its customers low prices, vast selection, and convenience.

Tenant reserves the decision to finalize the transaction at the Site subject to:

Evaluation of alternative business case opportunities addressing its entire network, which includes, but is not limited to: cost, economic incentives, transportation efficiency, location/infrastructure and design of building type, available workforce, allocation of corporate capital and ultimately, receive Senior Management Approval.

Tenant's operations, capacity planning, transportation, human resources, real estate and economic development teams evaluate dozens of alternate geographies for future operational locations in any given year in response to increasing customer demand. The Tenant utilizes highly complex algorithms to respond to customer demand and the global movement of product to rapidly deploy location alternative solutions. These solutions provide the business increasing flexibility and efficiencies with the manner in which the Tenant decides to deploy capital on an annual basis and minimize risk to the business.

The cost benefit analysis of selecting any one particular site is weighed against the entirety of the network that the Tenant has developed and continues to improve with each location it develops throughout the United States. This approach prevents any one particular site from dictating Tenant's network expansion strategy. The Site will be evaluated against alternative opportunities throughout the United States that best optimize the entirety of the network.

The Financial Assistance is a material factor in the decision making process for the Tenant and Tenant. The Tenant can utilize its other current or future US fulfillment centers, including, but not limited to, those already existing in NJ, PA, OH, CT and MA to satisfy its network capacity requirements. Tenant is evaluating whether the Project improves the Tenant's competitiveness and provide its customers low prices, vast selection, and convenience. Tenant's operations, capacity planning, transportation, human resources, real estate and economic development teams evaluate dozens of alternate geographies for future operational locations in any given year in response to increasing customer demand. The Tenant utilizes highly complex algorithms to respond to customer demand and the global movement of product to rapidly deploy location alternative solutions. These solutions provide the business increasing flexibility and efficiencies with the manner in which the Tenant decides to deploy capital on an annual basis and minimize risk to the business.

Please confirm by checking the box below if there is a likelihood that the Project would be not undertaken but for the Financial Assistance provided by the DCIDA.

Yes  No

If the Project could be undertaken without Financial Assistance provided by the DCIDA, then provide a statement below indicating why the Project should be undertaken by the DCIDA.

N/A

To the extent the project serves a local market area, is there a recognized and demonstrable need for the products or services the project will provide in the project's market area?

Yes. Amazon's ecommerce marketplace facilitates sales of products across almost all sectors. This service provides revenue for a variety of local suppliers, jobs for local job seekers, and an increased product selection for local consumers.

Is the project compatible with and will significantly assist and enhance all development plans for its area established formally or informally by local, county, state and federal authorities?

Yes. This project would enable the Town of East Fishkill to finally realize a redevelopment of the fallow IBM West Campus, which it has been actively seeking to do since at least 2014 when the Town passed "Local Law 4 2014: A Local Law Regarding Economic Redevelopment Special Permit" which aims specifically to redevelop the subject site.

Will the project be incorporating new energy efficiency factors in the design and operation of project? If yes, please elaborate. If no, please explain why it will not.

Yes. Energy efficient light fixtures, water fixtures, solar-ready roof, hydrogen power for material handling equipment.

Is the project of a speculative nature?

No. Amazon would lease the building contingent on DCIDA award.

Will the Project include leasing any equipment?

Yes  No

**C. Zoning of Project Site:**

Current

I-1 Industrial

Proposed

Project would apply for an Economic Redevelopment



Special Permit which is a permit specifically adopted by the Town of East Fishkill to support the redevelopment of the property.

Are any variances needed? If so, please list:

None.

If a change in zoning/land use is required, please provide the details/status of any request for change in zoning/land use requirements.

N/A.

The approximate acreage of the land to be purchased or leased:

123.9 acres

The approximate square footage of the existing building to be purchased or space to be expanded/renovated is:

There are existing structures on site that are in poor condition and would be demolished. Square footage of the structures to be demolished are 211,406 SF, 104,978 SF, and 210,746 SF.

The approximate square footage of the planned new construction is:

629,186 SF.

Please note that the DCIDA cannot provide any financial assistance until the environmental review required under the State Environmental Quality Review Act ("SEQRA") has been completed. Please complete the annexed Short Form Environmental Assessment Form. Based upon the information provided in that form and elsewhere in this application, the DCIDA may require further information regarding potential environmental impacts.

NOTE: See Full EAF (i.e. Long-Form EAF) attached in lieu of Short-Form EAF.

If this project is likely to have a significant adverse impact on the environment (a "Type I" action), then the action is probably required to be reviewed by one or more other state or local agencies, such as a local zoning or land use authority. In that event, the DCIDA generally will not act as "lead DCIDA," and any action by the DCIDA must await completion of the SEQRA review by the other DCIDA. If that is not the case, i.e., if the proposed action is a "Type II" or "unlisted" action under SEQRA, the DCIDA may act independently for SEQRA purposes.

Any known environmental contamination or remediation issues?  Yes  No

If yes, please list: \_\_\_\_\_

NOTE: The site has no outstanding areas of environmental concern. The site had minor clean-



*up in the past associated with contained/isolated spill events, each of which is now recognized as closed.*

Has another entity been designated lead agent under the State Environmental Quality Review Act?  Yes  No

If yes, please explain

The Town of East Fishkill's Town Board designated itself lead agency as of October 8<sup>th</sup>, 2020.

*The DCIDA will not provide any financial assistance to the Project until the environmental findings required under SEQR have been made.*

**D. Project Construction Schedule**

What is the proposed date for commencement of acquisition or construction of the Project?

Land acquisition and construction commencement are expected to occur in March 2021.

Please indicate the actual or expected dates of :

Construction completion:	June 2022
Occupancy:	June 2022

Will the company be occupying 100% of the completed facility?  Yes  No

If no, will there be tenants in the remaining space?  Yes  No

- Detailed questions will be asked in Section 5 – Single or Multi-Tenant Determination

Describe any contracts or agreements (options to purchase, purchase contracts, construction contracts, and equipment orders) which have been entered into with respect to the facility.

Please note that the DCIDA may not provide benefits to any purchases made prior to the execution of a Letter of Authorization for Sales Tax Exemption.

None.



**E. Investment (Uses and Sources)**

**Uses (Facility Costs)** Please give an accurate estimate of the costs of all of the following items. Applicants are encouraged to discuss the project with DCIDA in order to estimate costs.

<b>1. Real Estate</b> (Acquisition cost of land and /or existing structures)	\$ <u>18,000,000</u>
<b>2. New Building Construction</b>	\$ <u>90,000,000</u>
<b>3. New Building Addition</b>	\$ <u>N/A</u>
<b>4. Infrastructure Work</b>	\$ <u>N/A</u>
<b>5. Reconstruction/Renovation</b>	\$ <u>N/A</u>
<b>6. Equipment (Taxable)</b> (Spending that will be subject to sales tax – i.e. machinery and equipment) <i>Note: See Note 9 in attached Addendum.</i>	\$ <u>25,000,000</u>
<b>7. Other Tax Exempt</b> (non-construction spending that will not be subject to sales tax)	\$ <u>0</u>
<b>8. Professional Services</b> (Architect, Legal Fees, Engineering fees)	\$ <u>2,500,000</u>
<b>9. Other Taxable</b>	\$ <u>0</u>
<b>10. Other (please specify)</b>	\$ <u>0</u>
Total Project Cost	\$ <u>135,500,000</u>

**Uses (Financing, Legal, Miscellaneous)**

	Estimated Fees
IDA Administrative Fees (See page 1)	\$ <u>TBD</u>
IDA Counsel	\$ <u>TBD</u>
Applicant Counsel	\$ <u>25,000</u>
Transaction Counsel	\$ <u>N/A</u>
Bond Counsel	\$ <u>N/A</u>
Underwriter Counsel	\$ <u>N/A</u>
Trustee Counsel	\$ <u>N/A</u>
Other Costs of Bond Issue (i.e. printing)	\$ <u>N/A</u>
If this is a bond transaction, will you be refunding bonds? And if so, state amount here	\$ <u>N/A</u>

DCIDA costs such as public hearings and legal notice fees are the responsibility of the Applicant from the time an application is submitted.

#### F. SOURCES

*NOTE: Of the \$135,500,000 Total Project Cost, \$25,000,000 will be funded by the tenant (i.e. Equipment; see Note 10 in attached Addendum for further detail.) and the remaining \$110,500,000 will be funded by the Landlord. Landlord funding will consist of a portion of conventional debt financing and equity. The % of the funding to be financed by conventional debt is estimated to be 60%.*

Amount of equity	\$ 44,200,000
Amount of other conventional financing	\$ 66,300,000
Amount financed by bond issue	\$ N/A
Public Sources (Include sum total of all state and federal grants and tax credits)*	\$ 0
<b>Total Sources of Funds for Project Cost to be funded by Applicant</b>	<b>\$ 110,500,000</b>
To be funded by Tenant	\$ 25,000,000
<b>Total Sources of Funds for Project Cost</b>	<b>\$ 135,500,000</b>
*Identify each state and federal grant/credit	
None.	\$ N/A

**Section 3: Project Evaluation and Assistance Framework**

All projects must meet the Baseline Requirements to be considered for DC IDA benefits

**A. Baseline Requirements (Must Achieve All)**

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Complete Application         | <input checked="" type="checkbox"/> Meets Project Use Definition        |
| <input checked="" type="checkbox"/> Meets NYS/DCIDA Requirements | <input checked="" type="checkbox"/> "But For" Requirement               |
| <input checked="" type="checkbox"/> SEQRA / Planning Approval    | <input checked="" type="checkbox"/> Will Directly Retain or Create Jobs |
- NOTE: In process.*

**B. Additional Community Benefits**

Projects that meet the baseline eligibility requirements and achieves a threshold of at least six (6) community benefit metrics may be considered for a deviation or an enhanced Payment in Lieu of Taxes (PILOT) formula. Detailed definitions of the Community Benefit are included in Attachment 3. Proof of providing additional community benefits may require third party verification. Any projects pledging additional Community Benefits and receiving an enhanced PILOT that fail to meet the requirements may be subject to assistance termination, modification or recapture.

<i>Revitalization</i>	<i>Investment</i>	<i>Employment</i>
<b>Target Geography</b>	<b>Financial Commitment</b>	<b>Permanent Jobs</b>
<input type="checkbox"/> Distressed Census Tract/Area	<input type="checkbox"/> 3 – 10 million	<input type="checkbox"/> 3-40
<input type="checkbox"/> High Vacancy Census Tract	<input type="checkbox"/> 10.1 – 17.5 million	<input type="checkbox"/> 21-80
<input type="checkbox"/> Transit Oriented Development	<input type="checkbox"/> 17.6 – 25 million	<input type="checkbox"/> 81-120
<input type="checkbox"/> BID	<input checked="" type="checkbox"/> >25 million	<input type="checkbox"/> 121-180
<input type="checkbox"/> Neighborhood Plan		<input checked="" type="checkbox"/> > 180
<b>Identified Priority</b>	<b>Community Commitment</b>	<b>Retained Jobs</b>
<input type="checkbox"/> Tax Exempt	<input type="checkbox"/> MWBE/DBE Participation	<input type="checkbox"/> 3-40
<input checked="" type="checkbox"/> Vacant	<input type="checkbox"/> Veteran Participation	<input type="checkbox"/> 21-80
<input type="checkbox"/> Adaptive Re-use	<input checked="" type="checkbox"/> Workforce /Affordable Housing	<input type="checkbox"/> 81-120
<input type="checkbox"/> Community Catalyst	<input checked="" type="checkbox"/> Local Workforce	<input type="checkbox"/> 121-180
	<input type="checkbox"/> Apprenticeship Program	<input type="checkbox"/> > 180
	<input checked="" type="checkbox"/> Public Infrastructure	
<b>Identified Growth Area</b>	<b>Environmental Factors</b>	<b>Construction Jobs</b>
<input checked="" type="checkbox"/> Manufacturing / Distribution	<input type="checkbox"/> Resource Conservation	<input type="checkbox"/> 6-80
<input type="checkbox"/> Technology	<input checked="" type="checkbox"/> Energy Efficiency	<input type="checkbox"/> 81-160
<input type="checkbox"/> Existing Cluster	<input type="checkbox"/> Green Technology	<input checked="" type="checkbox"/> 161-240
	<input type="checkbox"/> Alternative / Renewable Energy	<input type="checkbox"/> >240



**C. Project Benefits**

Financial Assistance Provided

**1. Estimated Sales Tax Exemption**

NOTE: *By virtue of IDA involvement, "goods purchased for either initial construction or start-up" will not be subject to sales tax. It is assumed that 35% of the New Building Construction (\$90,000,000) will be allocated to goods purchased for either initial construction or start-up equipment. See Note 11 in attached Addendum for detail on calculation of Tenant/Co-Application Sales Tax Exemption.*

$$\frac{\$31,500,000}{\text{Amount of Project Cost Subject to Tax}} \times \frac{.08125}{\text{Sales Tax Rate}} = \frac{\$2,559,375}{\text{Total}}$$

**2. Estimated Mortgage Recording Tax Exemption**

NOTE: *See "Sources" above for detail on Mortgage Amount calculation.*

$$\frac{\$66,300,000}{\text{Projected Amount of Mortgage}} \times \frac{.0075}{\text{Mortgage Recording Tax}} = \frac{\$497,250}{\text{Total}}$$

*\*As of September 2016, DC IDA cannot exempt the MTA portion of the mortgage recording tax*

**3. Estimated Property Tax Abatement**

Project Property Value:

Current Assessed Value:	<u>\$5,218,500 (actual, 2019-2020)</u>
Current Property Taxes	<u>\$154,690 (actual, 2019-2020)</u>
Estimated Property Value after project completion	<u>\$95,000,000 (cost of Improvements plus current assessed value of land)</u>

Will the Project utilize the DCIDA's Uniform Tax Exemption Formula?      Yes   X   No

If no, describe the real property tax exemption formula (attach additional sheets if necessary)





Estimated tax abatement resulting from this project \$ TBD  
(Consult with DCIDA for assistance with this calculation)

*^Note that the DCIDA may utilize the estimate above as well as the proposed total Project Cost as contained within this application to determine the Financial Assistance that will be offered.*

#### **D. Employment**

***NOTE: See Note 12 in attached Addendum.***

##### **A. Benefits = Economic Development Impacts (For Project Location Only)**

*By statute, the DCIDA must project the number of FTE jobs that would be retained and created if the request for Financial Assistance is granted. The DCIDA will use job projections upon the two (2) year time period following Project completion.*

*a. Employment should be quantified by "FTE", which shall mean: (a) a full-time, permanent, private-sector employee on the project's payroll, who has worked (or is projected to work) at the project facility for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is (or will be) entitled to receive the usual and customary fringe benefits extended by the Applicant to other employees with comparable rank and duties;*

*b. or (b) two part-time, permanent, private-sector employees on the Applicant's payroll, who have worked (or are projected to work) at the project facility for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are (or will be) entitled to receive the usual and customary fringe benefits extended by the Applicant to other employees with comparable rank and duties*

*Employment at Project Location only*

Job Category	Current Number of FTE's	Number of FTE's Retained	Average Salary or Range of Salary		Number of FTE's to be created upon 2 years	Average Salary or Range of Salary
Owner/Executive	N/A	N/A	N/A		0	N/A
Professional	N/A	N/A	N/A		0	N/A
Management	N/A	N/A	N/A		50	~\$60k/year based on 40 hour work week and 2080 hours/year
Administrative	N/A	N/A	N/A		0	N/A
Production	N/A	N/A	N/A		450	\$15/hour (~\$31k/year based on 40 hour work week and 2080 hours/year)
Other	N/A	N/A	N/A		0	N/A
Total*	N/A	N/A	N/A		500	~\$32k/year based on 40 hour work week and 2080 hours/year

Are employees currently covered by a collective bargaining agreement?

If yes, Name and Local?

No.

Are employees provided retirement benefits?

Yes  No

Are employees provided health benefits?

Yes  No

How many construction jobs are anticipated to be created? 200



**Use of Local Workforce**

The Dutchess County IDA supports the use of local workforce for projects receiving benefits from the DCIDA. Answers to the following questions will assist the DCIDA in evaluating the application.

The Local Workforce Area for **permanent jobs** includes residents in the County/Cities/Towns/Villages as well as the following Counties: Dutchess County, Orange County, Putnam County, Rockland County, Sullivan County, Ulster County and Westchester County.

If a “local workforce plan” has been developed please include that plan as an addendum to this application.

*NOTE: It is anticipated that Amazon would begin the hiring process roughly four weeks prior to occupying the facility; while full employment could be reached within two years of opening, depending upon a number of variables, it may take up to five (5) years to create 500 jobs.*

Estimate the projected monthly timeframe for the creation of new permanent jobs.

Year 1	1	2	3	4	5	6	7	8	9	10	11	12
	15	15	15	15	15	15	15	15	15	15	15	15
Year 2	1	2	3	4	5	6	7	8	9	10	11	12
	15	15	15	15	15	15	15	15	15	15	15	15

Estimate the number of residents of the labor workforce area in which the Project is located that will fill the projected new jobs to be created.

500

How will the project developer seek out and use the local workforce?

Project developer would use traditional recruiting methods to seek out local job seekers.

What specific approaches are to be used in your efforts to identify local workforce candidates if additional project workers are necessary?

Project developer would use traditional recruiting methods to seek out local job seekers needed for additional project work. Specific recruiting approaches are to be determined.

*Projects \$10,000,000 and above, which are receiving a real property tax abatement, are subject to DCIDA’s Local Workforce Policy during the period of construction*

The *Labor Workforce Area* for **construction jobs** under the Local Workforce Policy includes residents in the County/Cities/Towns/Villages as well as the following Counties: Columbia County, Dutchess County, Greene County, Orange County, Putnam County, Rockland County, Sullivan County, Ulster County and Westchester County.



**Section 4: Retail Determination**

DCIDA assistance to retail projects (including hotels and restaurants) is subject to certain statutory restrictions.

To ensure compliance with Section 862 of the New York General Municipal Law, the DCIDA 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.

1. Will customers personally visit the Project site for either of the following economic activities? If yes with respect to either economic activity indicated below please complete this section.

Retail Sales  Yes  No      Services  Yes  No

For purposes of this question, 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 sales 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.

2. 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 makes sales of good or services to customers who personally visit the project site?

Yes  No    If yes, please continue. If no, proceed to the next section

3. 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% than proceed to the next section.

If the answer to question 2 is Yes and the answer to question 3 is greater than 33% indicate which of the following questions following apply to the project:

Is the project location or facility likely to attract a significant number of visitors from outside Dutchess County?

Yes  No

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

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



Yes  No

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

Will the project preserve permanent, private sector jobs or increase the overall number of permanent private sector jobs in New York State?

Yes  No If yes, please explain \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Is the project located in a Highly Distressed Area?

Yes  No



**Section 5 – Inter-Municipal Move Determination**

Will the project result in the removal of a plant or facility of the Applicant from one area of the State of New York to another area of the State of New York:

Yes     No

Will the project result in the removal of a plant or facility of *another proposed occupant* of the Project from one area of the State of New York to another area of the State of New York?

Yes     No

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

Yes     No

If the answer to either of the foregoing questions in this subpart is positive, please explain in detail, on as many separate sheets as necessary, the reasons for the relocation, abandonment or closure, including, without limitation, (i) any considerations regarding the applicant’s (or other occupant’s) ability to remain competitive in its industry, and (ii) any consideration which has been given to relocating to any location outside the State of New York.

N/A

---

Please note that the DCIDA may ask you to provide additional information regarding the foregoing, including documentary support

**Section 6 – Single or Multi-Tenant Determination**

Permissible projects are defined in the NYS General Municipal Law and the IDA may not be able to grant financial assistance to all tenants of a multi-tenant project. To assist in that determination please complete the following section.

Please note if the tenant qualifies as a permissible project, the Project Applicant will be responsible for collecting the required reporting information from the tenant(s).

Please explain what market conditions support the construction of this multi-tenant facility:

N/A.

---



Have any tenant leases been entered into for this project?

X\*  Yes           No

*\*NOTE: Applicant is in negotiations with Amazon to lease the subject facility on a long-term basis, but Amazon's decision to move forward will be contingent on, among other things, the DCIDA award approval.*

If yes, please list below and provide square footage to be leased to tenant and NAICS code for tenant and nature of business. (Attach additional sheets if necessary)

Tenant Name	Current Location (city, state, zip)	# of sq.ft leased	% of total to be occupied at project location	NAICS and business description (type of business, products, etc)
Amazon.com Services LLC	Seattle, WA 98109 (HQ)	629,186 SF	100%	454110, ecommerce retail



**Section 7 – Representations, Certifications and Indemnification Forms**

**New York State  
Applicant Requirements  
For Industrial Development Agencies**

The Applicant has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the DCIDA and as follows:

**1. Absence of Conflicts of Interest**

The Applicant has received from the DCIDA a list of the members, officers and employees of the DCIDA. No member, officers or employees of the DCIDA has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

None.

---

**2. Job Listing**

In accordance with Section 858-b(2) of the New York General Municipal Law, Applicant understands and agrees that, if the Project receives any Financial Assistance from the DCIDA, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed within the New York State Department of Labor, Division of Employment and Workforce Solutions (the DOL) and with the American Job Center of the service delivery area created by the federal Workforce Innovation and Opportunity Act (WIOA) in which the Project is located.

**3. 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 DCIDA, except as otherwise provided by collective bargaining agreements, where applicable, the Applicant will first consider persons eligible to participate in WIOA programs who shall be referred by the American Job Center for new employment opportunities created as a result of the Project.



#### **4. Annual Employment Reports**

The Applicant understands and agrees that, if the Project receives any Financial Assistance from the DCIDA, the Applicant agrees to file, or cause to be filed, with the DCIDA, on an annual basis, reports regarding the number of people employed at the project site, salary levels and such other information as part of the DCIDA's Employment Report.

#### **5. Fees**

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

#### **6. Freedom of Information Law (FOIL)**

The Applicant acknowledges that the DCIDA is subject to New York State's Freedom of Information Law (FOIL). Applicants understand that all project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.

#### **7. Recapture Policy**

The applicant acknowledges that is has been provided with a copy of the DCIDA's *Policy on Maintaining Performance Based Incentives*. The Applicant agrees that it fully understands the Policy on Maintaining Performance Based Incentives is applicable to the Project that is the subject of this application and the DCIDA may implement the Policy if and when it is required to do so.

#### **Financial Reporting Requirements**

Chapter 692 of the Laws of 1989 requires additional financial reporting requirements from all IDA's in New York State.

#### **8. Sales Tax**

Section 874(8) of the New York general Municipal Law requires all entities appointed as agents of the DCIDA for sales tax purposes to file an annual form, as prescribed by the New York State Department of Taxation, describing the value of sales tax exemptions claimed by the Applicant and all its subagents, consultants, or subcontractors. Copies of all filings shall be provided to the DCIDA.

The Applicant hereby agrees to complete "ST-60, IDA Appointment of Project Operator or Agent for Sales Tax Purposes" for itself and each agent, subagent, contractor, subcontractor, contractors or subcontractors of such agents and subagents and to such other parties as the Applicant chooses who provide materials, equipment, supplies or services and deliver said form to the DCIDA within fifteen (15) days of appointment such that the DCIDA can execute and deliver said form to the State Department of Taxation and Finance within thirty (30) days of appointment.

9. 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 DCIDA. (1) No funds of the DCIDA 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 DCIDA 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.

10. 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
11. 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 18A of the New York General Municipal Law, including, but not limited to, the provisions of Section 859a and Section 862(1) of the New York General Municipal Law.

## 12. Bonds

- a. **All bonds issued, outstanding or retired during the year must indicate the following:**

Month and year issued; Interest rate at year end; outstanding beginning of year; issued during year; principal payments during year; outstanding at end of year; and final maturity date. This information will be requested from you in January of each year.

- b. **All new bonds issued need the following supplemental information:**

Name of the project; tax exemptions separated by State and local sales tax, County and school taxes; Mortgages recording; Payments in lieu of taxes; New tax revenue if no exemption is granted; number of jobs created and other economic benefits. This information is required each year and will be requested from you in September of each year.

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the DCIDA will rely on the representations made herein when acting on this Application and hereby represent 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. 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 DCIDA's involvement in the Project.

Signature *John DiCola*  
 Print Name John DiCola  
 Title Partner, Bluewater Property Group LLC (Applicant)  
 Date October 30, 2020

Amazon.com Services LLC  
 Tenant / Co-Applicant  
 Signature *Holly Sullivan*  
 Print Name Holly Sullivan  
 Title Authorized Signatory  
 Date October 30, 2020



### HOLD HARMLESS AGREEMENT

Applicant hereby releases the Dutchess County Industrial Development DCIDA and its members, officers, servants, agents and employees thereof (the "DCIDA") from, agrees that the DCIDA shall not be liable for and agrees to indemnify, defend and hold the DCIDA harmless from and against any and all liability arising from or expense incurred by (A) the DCIDA'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 DCIDA, (B) the DCIDA's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the DCIDA with respect to the Project; including and without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the DCIDA or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the DCIDA, its agents or assigns, all costs incurred by the DCIDA in the processing of the Application, including attorneys' fees, if any. The DCIDA reserves the right at any time, as a condition to further consideration of this application, to require reimbursement of any such costs incurred, or to require a deposit against such costs and to apply such deposit to the DCIDA's costs as incurred.

DocuSigned by:  
*John DiCola*  
 Signature \_\_\_\_\_  
 Print Name John DiCola  
 Title Partner, Bluewater Property Group LLC  
 (Applicant)  
 Date October 30, 2020

Amazon.com Services LLC  
 Tenant / Co-Applicant  
 DocuSigned by:  
*Holly Sullivan*  
 Signature \_\_\_\_\_  
 Print Name Holly Sullivan  
 Title Authorized Signatory  
 Date October 30, 2020



*To Be Completed for Bond Financing only*

**2) Bond Information**

1. State Bond Issuance Fees: N.Y. Public Authorities Law §2976(2) levies upon the DCIDA the following (which amount must be paid to the DCIDA by the applicant):

<u>Principal Amount of Bonds</u>	<u>Percentage Fees</u>
\$1,000,000 or less	.168
\$1,000,000 to \$ 5,000,000	.336
\$5,000,001 to \$ 10,000,000	.504
\$10,000,001 to 20,000,000	.672
More than \$20,000,000	.084

2. Total Funds Required \_\_\_\_\_ Estimated Term \_\_\_\_\_

3. Indicate the date by which the proceeds of the DCIDA's bonds, if issued will be needed

Date Required \_\_\_\_\_





## Section 8 - Local Workforce Utilization Policy and Certification

Construction jobs, though limited in time duration, are vital to the overall employment opportunities in Dutchess County. The Dutchess County Industrial Development Agency (the "Agency") has determined that Project Applicants (the "Company"), as a condition to receiving a real property tax abatement also referred to a Payment in Lieu of Taxes (PILOT) from the Agency, will be required to utilize qualified Workforce, as defined below, for all projects involving the construction, expansion, equipping, demolition and/or remediation of new, existing, expanded or renovated facilities (collectively, the "Project Site").

### ***For Projects \$10,000,000 and Above Receiving a Real Property Tax Abatement***

#### Local Area Defined

For projects equal to or greater than \$10,000,000 the Local Area is defined as individuals residing in the following Counties (collectively, the "Local Area"): Columbia County, Dutchess County, Greene County, Orange County, Putnam County, Rockland County, Sullivan County, Ulster County and Westchester County.

#### Local Workforce Requirement

Companies receiving a PILOT as part of their financial assistance shall ensure that at least 80% of total work hours of the general contractor, subcontractor, or subcontractor to a subcontractor (collectively the "Workers") working on the Project Site must reside within the Local Area. The 80% shall be measured by hours in total at the time of completion of the project. Companies do not have to be local companies as defined herein, but must employ local Workers residing within the Local Area to qualify under the 80% local Workforce criteria.

#### Local Workforce Reporting Requirement

The Local Workforce criteria will be verified based on employment, payroll and related records.

In addition, the Agency, or its designated agents, shall have the right, during normal business hours, to examine and copy records of the Company and to perform spot checks of all Workers at the Project Site to verify compliance with the Local Workforce requirement throughout the construction period.

#### Enforcement

If Agency staff determines that: (1) The Local Workforce Requirement is not being met; or (2) Agency Staff, upon use of its reasonable discretion, discovers or becomes aware of a compliance issue related to the Local Workforce Requirement, then a written warning delivered by Certified Mail of said Local Workforce Requirement violation (the "Warning of Violation") shall be provided to the Company.

In the event a subsequent violation of the policy has occurred, then written notice delivered by Certified Mail of said Local Workforce Requirement violation (the "Notice of Violation") shall be provided to the Company and the Executive Director shall bring the information to the Board of Directors which may, in its discretion, take action to revoke IDA benefits.



The Company has the primary obligation for the adherence to all the conditions of this policy. This obligation cannot be relieved, evaded or diminished by assigning a Contractor or through subcontracting. Should the project applicant assign a Contractor, the Company shall continue to have primary obligation.

Projects with multiple phases or projects with multiple owner entities will be considered in whole during the enforcement period.

Waiver Request

It is understood that at certain times, Workers residing within the Local Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Utilization Requirement (the "Local Workforce Utilization Waiver Request") based on the following circumstances:

- Warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers
- Specialized construction for which qualified Local Workforce Area workers are not available;
- Significant cost differentials in bid prices whereby the use of local Workforce significantly increases the cost of the project. A cost differential of 10% is deemed significant. Every effort should be made by the contractor or applicant to get below the 10% cost differential including, but not limited to, meeting with local construction trade organizations and local contractor associations
- Documented lack of workers meeting the Local Workforce Area requirement

The Agency shall evaluate the Local Workforce Utilization Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

The foregoing terms have been read, reviewed and understood by the Company and all appropriate personnel. The undersigned agrees and understands that the information contained herein must be transmitted and conveyed in a timely fashion to all applicable subcontractors, suppliers and materialmen. Furthermore, the undersigned realizes and understands that failure to abide by the terms herein could result in the Agency revoking all or any portion of Financial Assistance, whether already received or to be received by the Company, as it deems reasonable in its sole discretion for any violation hereof.

Bluewater Property Group LLC

\_\_\_\_\_  
Name of Company

John DiCola

\_\_\_\_\_  
Name

Partner

\_\_\_\_\_  
Title





## DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY

### Local Workforce Utilization Waiver Request

The request to secure a waiver for use of non-local workforce utilization must be received in writing from the applicant, and must allow 60 days for processing and required due diligence.

Applicant Name: \_\_\_\_\_  
 Contact: \_\_\_\_\_  
 Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
 Email: \_\_\_\_\_

#### Reason for Request

Warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers – **Explain**

Specialized construction for which qualified Local Workforce Area workers are not available - **Explain**

Significant cost differentials in bid prices whereby the use of local Workforce significantly increases the cost of the project. A cost differential of 10% is deemed significant. Every effort should be made by the contractor or applicant to get below the 10% cost differential including, but not limited to, meeting with local construction trade organizations and local contractor associations – **Explain (provide copies of all bids)**

No local Workforce available to meet the Local Workforce Area requirement - **Explain**

Applicant Signature \_\_\_\_\_ Date \_\_\_\_\_  
 Number of Workers Needing Waiver \_\_\_\_\_  
 Amount of Contract Needing Waiver \_\_\_\_\_

Send completed form and attachments to:  
Dutchess County IDA, 3 Neptune Road, Poughkeepsie, NY 12601



## ***Attachment 1 - Short Environmental Assessment Form***

### **Attachment 1 – Agency Standard Fee Schedule and other fees**

#### **DCIDA Standard Fees**

Application Fee: \$250 (non-refundable)

Administrative Fee: One percent (1%) of the first \$2.5 million of the estimated project cost and one-quarter of one percent (.25%) for the estimated project in excess of \$2.5 million

Annual Compliance Fee: \$500

The project applicant additionally will be required to pay DCIDA Counsel fees, Bond Counsel fees and other direct expenses of the DC IDA, including, but not limited to, accounting and engineering expenses. The project applicant agrees that such legal fees and other direct expenses of the DC IDA such as publication costs and stenographer's fees are payable separately from the application and processing fees.

The above fees will be payable in full on the sale of the bonds. Failure and neglect to proceed to close will result in pro rata tender of billings.



## Attachment 2 – Additional Community Benefit Definitions

### Target Geography

#### *Distressed Census Tract*

Proposed project is located in a distressed census tract as defined by New York State. Project owner/applicant would be responsible for showing verification.

#### *High Vacancy Census Tract*

Proposed Project is located in a census tract with a vacancy rate of at least fifteen percent (15%), rounded to the nearest percentage point, according to the most recent census data. Project owner/applicant would be responsible for showing verification.

#### *Transit Oriented Development*

Proposed Project is located in the municipality's Transit Oriented Development Zone and is consistent with the municipality's development strategy. Project owner/applicant would be responsible for showing verification.

#### *BID*

Proposed project is located within the boundaries of the municipality's Business Improvement District. Project owner/applicant would be responsible for showing verification.

#### *Neighborhood Plan*

Proposed Project is in response to a municipal's RFP/RFI for a Neighborhood / Community Development Plan. Project owner/applicant would be responsible for showing verification.

### Identified Priority

#### *Tax Exempt / Vacant*

Proposed project is located on a parcel designated tax exempt prior to the time of purchase by the project owner/ applicant/ and/or an unoccupied parcel(s) of land or building that is at least ninety (90%) vacant. Cases in which a property is vacated for the purpose of pursuing the proposed project may not be considered vacant.

#### *Adaptive Re-use*

Project that result in the rehabilitation/renovation of a distressed building or parcel

#### *Community Catalyst*

Proposed project contributes to an existing policy or initiative for improving conditions and catalyzing change in the community.

### Identified Growth Area

#### *Manufacturing / Distribution*

Proposed project must result in the creation, retention or expansion of manufacturing or distribution facilities as well as the creation and/or retention of permanent jobs

*Technology*

Proposed project must result in the creation, retention or expansion of tech sector facilities as well as the creation and/or retention of permanent jobs

*Existing Cluster*

Proposed project must result in the creation, retention or expansion of facilities as well as the creation and/or retention of permanent jobs in an existing County cluster, including technology, healthcare, education and hospitality.

**Investment**

Proposed project invest is the amount in dollars (\$) that would be spent in order to complete the project and includes but is not limited to: acquisition costs, construction hard costs, soft costs, and contingency costs required to complete the project.

**Community Commitment***Minority and Woman-Owned Business Enterprise/Disadvantaged Business Enterprise Participation*

Proposed project commits that at least twenty percent (20%) of the value of awarded construction of the proposed project is performed by minority or woman – owned operators. Project owner/applicant would be responsible for providing independent third-party verification upon project completion. MWBE/DBE participation goals indicate the percentage (in dollars) of a contract that must be performed by a NYS-certified woman– or minority-owned business enterprise or Federally-certified disadvantaged business enterprise. The goals may be met through an MWBE/DBE prime contractor's self-performance, a joint venture between an MWBE/DBE and non-MWBE/DBE firm, or through the use of MWBE/DBE subcontractors.

*Veteran Utilization*

Proposed project commits that at least ten percent (10%) of the workforce employed during construction of the proposed project are veterans. Project owner/applicant would be responsible for providing independent third party verification upon project construction completion.

*Workforce / Affordable Housing*

Proposed project commits to at least ten percent (10%) of total residential rental units are to be reserved for and/or rented to low-income households as defined by the most recently available U.S. Housing and Urban Development State Income Limits for the term of the Agency financial assistance. Project owner/applicant would be responsible for providing independent third party verification on an annual basis.

*Local Workforce*

Proposed project commits to at least eighty percent (80%) of construction jobs would be filled by local residents as defined in by the DCIDA Local Workforce Policy. Project owner/applicant would be responsible for providing verification until project construction completion.

*Licensed Apprenticeship Program*

Proposed project commits to at least fifty percent (50%) of the contractors or subcontractors maintain a New York State certified apprenticeship program. Project owner/applicant would be responsible for providing independent third party verification upon project construction completion.



*Public Infrastructure*

Proposed project would entail the private construction and installation of infrastructure for public benefit. Project owner/applicant would be responsible for providing independent third party verification upon project completion.

**Employment***Permanent Created (New) Job*

A created (new) permanent job is a new a position created over and above the business' current baseline. Construction jobs are not considered to be permanent new jobs. Project owner/applicant would be responsible for reporting on an annual basis.

*Permanent Retained Job*

A permanent retained job is a position that, but for the project investment, would be removed, relocated, or eliminated. Construction jobs are not considered to be permanent retained jobs. Project owner/applicant would be responsible for reporting on an annual basis.

*Construction Jobs*

A construction job is a position created during the construction phase and for the purpose of completing the project. Project owner/applicant would be responsible for reporting on an annual basis until construction project completion.



## **Addendum to DCIDA Application**

This Addendum is submitted to address certain application questions specifically applicable to Amazon.com Services LLC, which will be the tenant in the proposed project facility to be constructed and owned by USEF Tiranda, LLC. Amazon.com Services LLC is included as a joint applicant (i.e. Co-Applicant) for the sole purpose of seeking a sales tax exemption on certain equipment acquisitions to be installed within the proposed project facility.

### **Note 1 –**

- Amazon.com Services LLC , 410 Terry Ave. North, Seattle, WA 98109
- FEIN: 82-0544687
- State & Year of Incorporation: Delaware – 2020
- Company Contact:
  - Name: Brad Grigg
  - Title: Senior Manager
  - Address: 7 W. 34th St., New York, NY 10001
  - Phone: 646-927-6819
  - Fax: N/A
  - Email: [brgriggs@amazon.com](mailto:brgriggs@amazon.com)
- Date Authorized to do business in NY: January 13, 2020
- NAICS: 454110

**Note 2 –** Amazon.com Services LLC is subsidiary that is ultimately owned by Amazon.com, Inc.

**Note 3 –** The Tenant/Co-Applicant, Amazon.com Services LLC or an affiliate thereof (prior to and henceforth referred to as “Tenant”) operates a North American fulfillment network that is comprised of multiple facilities that are responsible for fulfilling customer orders.

**Note 4 –** Please refer to Amazon.com Inc.’s Investor Relations information at <https://ir.aboutamazon.com/overview/default.aspx>.

**Note 5 –** Tenant/Co-Applicant operates throughout the Country and has received various subsidies and/or program assistance across a number of states through a vast array of programs. Please refer to Amazon.com Inc.’s Investor Relations information at <https://ir.aboutamazon.com/overview/default.aspx>.

**Note 6 –** Please refer to Amazon.com Inc.’s Investor Relations information at <https://ir.aboutamazon.com/overview/default.aspx>.

**Note 7 –** Tenant/Co-Applicant is in substantial compliance with local, state and federal taxes, workers’ protection, and environmental laws.

**Note 8 –** Specific project pro forma contains proprietary trade secrets, which if disclosed would cause substantial injury to the competitive position of the Applicants. However, for detailed financial information, please refer to Amazon.com Inc.’s Investor Relations information at <https://ir.aboutamazon.com/overview/default.aspx>.

**Note 9** – It is estimated that Amazon.com Services LLC would acquire and own \$25,000,000 worth of equipment to be installed within proposed project facility.

**Note 10** – \$25,000,000 worth of equipment referenced in Note 9 will be funded with equity by the Tenant/Co-Applicant.

**Note 11** –

- \$25,000,000 of equipment X 50% of equipment subject to sales tax = \$12,500,000 amount subject to sales tax.
- \$12,500,000 amount subject to sales tax x 8.125% sales tax rate = \$1,015,625 sales tax exemption.

**Note 12** – Employment information reflects the number of employees of Amazon.com Services LLC working at the project location.

### **Project Redtail - Overview**

Project Redtail is a proposed industrial development in the Town of East Fishkill, Dutchess County, NY comprised of approximately 123.9 acres of land located on NYS Route 52. The site was formerly the IBM West Campus and consisted of five buildings totaling approximately 1 million square feet, as well as roadways, parking areas, and significant utility infrastructure. The site has been vacant since 2005.

The proposed development would be a warehouse facility containing approximately 629,186 square feet with ancillary improvements, including:

- Parking for passenger vehicles and trucks;
- Storm water management facilities;
- Landscaping;
- Site lighting; and
- Other utility infrastructure.

The proposed development would reuse the existing infrastructure to the greatest extent practical and minimize impacts on sensitive areas such as wetlands, flood hazard areas and other undisturbed areas.

In 2019, Bluewater Property Group (“BPG”) identified the site as suitable for a potential warehouse / fulfillment center and contracted for the purchase of the property in early 2020 subject to typical due diligence and entitlement conditions. After working with several end users, BPG established a contingent commitment with Amazon.com Services LLC (“Amazon”), to build a new, state-of-the-art distribution facility.

The site is well suited for the proposed project due to:

- 1) The proposed site’s large size would accommodate Amazon’s operations including the movement of goods and employee parking,
- 2) The proposed site’s proximity to a local population density would allow Amazon to hire the number of employees it would require; and
- 3) The proposed site’s direct access to a major highway would be critical for the planned facility’s intended use of receiving, consolidating and redistributing ecommerce retail goods.

The proposed Amazon facility would be subject to a long-term operating lease and is contingent on successful entitlement and permitting of the facility, obtaining certain economic incentives on behalf of Amazon, and successful completion of Due Diligence, among other factors.

Other site selection considerations:

- Amazon is evaluating whether the Project improves Amazon’s competitiveness and provides its customers low prices, vast selection, and convenience.
- Amazon reserves the right to finalize the transaction at the Site subject to:
  - Evaluation of alternative business case opportunities addressing its entire network, which includes, but is not limited to: cost, economic incentives, transportation



efficiency, location/infrastructure and design of building type, available workforce, the allocation of corporate capital and ultimately Senior Management Approval.

- Amazon's operations, capacity planning, transportation, human resources, real estate and economic development teams evaluate dozens of alternate geographies for future operational locations in any given year in response to increasing customer demand.
- The cost benefit analysis of selecting any one particular site is weighed against the entirety of the network that Amazon has developed and continues to improve with each location it develops throughout the United States. This approach prevents any one particular site from dictating Amazon's network expansion strategy. The Site will be evaluated against alternative opportunities throughout the United State that best optimize the entirety of the network.

Amazon is committed to having a diverse and inclusive workplace. Specifically, Amazon is continually looking for ways to further diversify its workforce and strengthen its culture of inclusion. Amazon has ten employee-led affinity groups, reaching 40,000 employees in over 190 chapters globally. Amazon has innovative benefits offerings and hosts annual and ongoing learning experiences, including its Conversations on Race and Ethnicity (CORE) and AmazeCon (gender diversity) conferences. Amazon's focus on diversity and inclusion has been independently recognized as one of the best places to work on Human Rights Campaign's Corporate Equality Index and LinkedIn's Top Companies; recognized on the NAACP Equity, Inclusion, and Empowerment Index and the Disability Equality Index; and received the 2019 American Foundation for the Blind Helen Keller Achievement Award. Amazon recruits from diverse academic institutions and partners with organizations that reach underrepresented communities to enhance our unique interview process. We work to understand the diverse perspectives that candidates from all backgrounds bring to Amazon.

### **Project Description**

- **Proposed Use:** Receive, consolidate and redistribute ecommerce retail goods from various sources to other Amazon fulfillment centers.
- **Building Description:** Planned facility is a one-story warehouse containing approximately 629,186 sf (inclusive of roughly 45,000 sf of office). Warehouse footprint is 570' x 1,112'6".
- **Building Height:** +- 44'6"
- **Building Loading:** Facility would have approximately 132 shipping and receiving docks on three adjacent sides.
- **Parking / Access:**
  - Facility would have approximately 1,000 auto parking spaces and 700 trailer parking spaces (plus an additional 500 car parking spaces as part of an agreement with the adjacent Sportsdome property). Shipping / receiving areas and all 700 trailer parking spaces would be secured with a dual guardhouse and fencing. 250 auto parking spaces would be on the east side of Auditorium Drive and would be used for flexible seasonal use.
  - Trailers would access the site from Lime Kiln Road (County Road 27) via iPark Drive. Cars would access the site from Lime Kiln Road (County Road 27) via iPark Drive and from NYS Route 52 at the intersection with Auditorium Drive.

- **Building Construction:** Tilt-wall or pre-cast concrete exterior with steel frame structure, fire protection and life safety systems on a design/build basis to comply with local codes. Typical exterior building lighting, landscaping and building signage. Solar-ready roof design.
- **Utility Requirements:** Water and sewer service to code for employee population (no process water or sewage); 15,000-amp electric service; gas, telephone and internet service required.
- **LEED Requirement:** Not required by client, subject to local code and best practices.
- **Employment:** 500+ FTE jobs with benefits (see Exhibit A for further detail); entry-level warehouse (stowing, picking, packing) through managerial and technical service positions. Significant part-time seasonal employee population during October through January peak season.
- **Proposed Capital Investment:** Total project investment estimated to be at least \$90 million in construction costs and \$25 million in Amazon equipment.
- **Timing:** The proposed project began site due diligence in August 2020 and the estimated duration of the entitlement process and construction is 20 months. Pending the requisite site due diligence, financial assistance and internal approvals; Amazon would sign a long-term lease to occupy the facility. The initial occupancy of the proposed facility estimated to be June 2022.

*Note: Estimates given above represent BPG's current projection of project impacts and may vary as the entitlements process and construction progress. Employee counts and project investment represent minimums.*

BPG is a principal development organization formed by a multi-disciplined team of career real estate investment practitioners with a dedicated focus on the US logistics sector. BPG principals have extensive experience leading public, private and entrepreneurial entities focused on the domestic industrial sector and have, as part of a larger team of professionals, successfully developed, acquired, and managed in excess of \$10 billion of value and 150 million square feet of industrial assets over the past 20 years.

## Exhibit A – Job Descriptions and Pay Benefits

### Job Categories and Description

- Associate
  - Associate position may be required to receive products using radio frequency scanners, relocate products using forklifts, pallet jacks and walkie-riders. They also may also be required to pick customer orders, pack and ship customer orders, receive product and troubleshoot problems to resolution. Associates are expected to understand aspects of production; adhere to strict safety, quality, and production standards. Dependent on business need, position may require an associate to be willing and able to work on powered equipment (i.e. forklift or cherry picker).
  
- Lead Associate —Training & Team Leaders
  - Leading trainings and/or start of shift meetings to a group of 20+ associates
  - Coaching, training and communicating with associates and managers
  - Talking in front of a group as well as one-on-one with an individual
  - Giving and receiving effective feedback
  - Troubleshooting problems through to resolution, escalating as necessary
  - Performing production duties as needed: pick/pack orders, receive/stow product, ensure inventory accuracy, and unload/load trucks at or above the rate expectation for each task
  - Participating in Lean/Kaizen, Black belt, and other process improvement initiatives in some capacity
  - Assisting in keeping work area clean and organized
  
- Lead Associate —Data, Flow and Inventory Leaders
  - Researching, analyzing and interpreting data and trends
  - Creation, communication and monitoring of inventory flow and/or scheduling
  - Frequent use of math and logic
  - Communicating with fellow employees, managers and vendors to coordinate activities according to needs
  - Participating as onsite escalation contact, where and when appropriate
  - Training and supporting associates and managers
  - Extensive use of computers and various web based programs
  - Performing production duties as needed: pick/pack orders, receive/stow product, ensure inventory accuracy, and unload/load trucks at or above the rate expectation for each task
  - Troubleshooting problems through to resolution, escalating to Area Manager as necessary
  - Participating in Lean/Kaizen, Black Belt, and other process improvement initiatives in some capacity
  
- Assisting in keeping work area clean and organized Area Manager
  - Four key areas that you'll always focus on are the safety, quality, customer experience, and productivity of your department

- Review the work forecasts and determine your productivity requirements to produce during the day to meet the overall building objectives
- Partner with other Area Managers to balance labor ensuring that you are operating a balanced and efficient shift while meeting all of your goals
- Support all safety programs and OSHA compliance to ensure a safe work environment for all associates
- Proactively identify and lead process improvement initiatives and Lean tools
- Operations Manager(s)
  - Lead and supervise a team of Area Managers (2-5 front-line supervisors depending on location) and 100-300 hourly associates in outbound or inbound operations within the Fulfillment Center
  - Responsible for the overall safety, quality and performance and customer experience of the shift
  - Carry out supervisory responsibilities in accordance with the organization's policies and procedures
  - Accountability for meeting and exceeding operational goals
  - Strategic planning and forecasting; appraise performance; reward and discipline employees; resolve problems; and address staffing needs
  - Mentor, train and develop teammates for career progression and learning
  - Ability to develop and share best practices across the shifts and network
  - This position requires a candidate with the proven ability to drive process improvements and the ability to keep pace with our explosive growth while motivating others to meet the challenges of an extremely deadline-driven environment

#### Pay scale

- At least 450 hourly positions ~\$31K/year (annualized) based on a 40 hour work week and 2080 hours/year (\$15/hour) for Tier I Associates
- At least 50 Salaried positions ~\$60K/year (annualized) based on a 40 hour work week and 2080 hours

#### Benefits

- Successful candidates would be required to pass a post-offer, pre-employment drug screen and a background check in accordance with all federal, state and local laws
- Employees would also be entitled, during the term of their employment, to such vacation, medical, 401k, and other employee benefits as the Company may offer from time to time, subject to applicable eligibility requirements

#### Workforce Development/ Training

Training plays a critical role in the development of new hires' skills and abilities, without which the facilities cannot operate. The goals and objectives of Company's training process include familiarizing associates with Company's culture and values, following safe practices while performing warehouse operations, and attaining job proficiency.

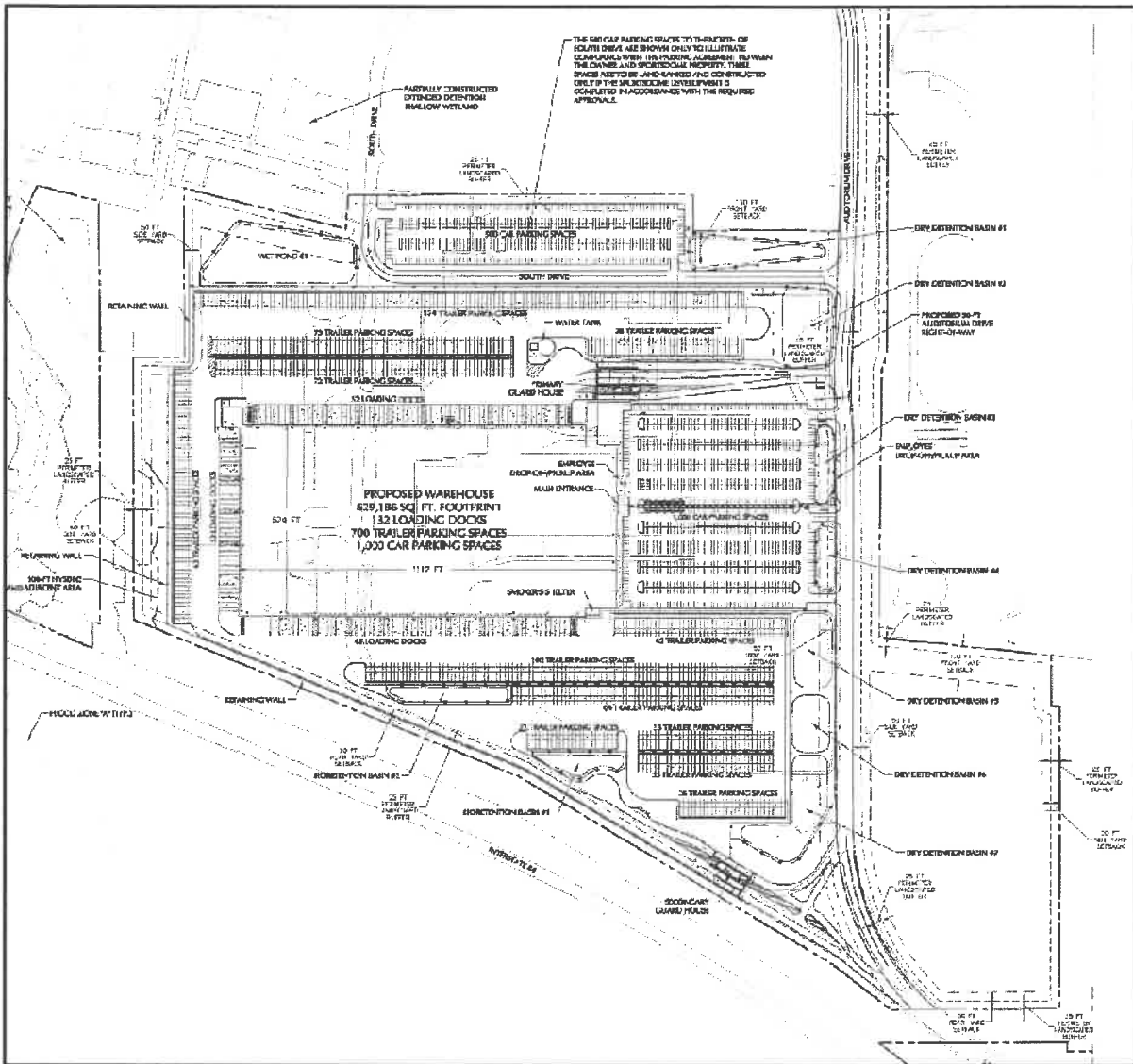
The new-hire training would enable Company to be more competitive by increasing efficiency and providing employees with the skills needed to efficiently fulfill customer orders on a day-to-day basis. Employees that successfully complete training programs demonstrate higher levels of productivity, fewer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

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

#### Career Choice

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

Exhibit B – Site Plan





**Exhibit C – Site Aerial**





Project Retail - PILOT Schedule		
15 Year PILOT Program:	Year	PILOT %
PILOT reflects Schedule agreed-upon by DCIDA and Tenant	1	90%
	2	90%
	3	85%
	4	85%
	5	80%
	6	80%
	7	70%
	8	65%
	9	60%
	10	55%
	11	50%
	12	45%
	13	40%
	14	35%
	15	30%
<b>Totals</b>		<b>64%</b>



# Town of East Fishkill

Dutchess County, New York

330 Route 376, Hopewell Junction, New York 12533

Telephone 845-221-4303

Nicholas D'Alessandro, Supervisor  
Town of East Fishkill

Town Board:

Peter Cassidy

Thomas Franco

Emanuele Marinaro

Anil Beephan

December 7, 2020

Sarah Lee, Executive Director  
Dutchess County Industrial Development Agency  
3 Neptune Road  
Poughkeepsie, NY 12601

Re: Bluewater project

Ms. Lee:

The Town of East Fishkill has been working with the applicant, Bluewater Property Group, on their application for a 629,186 square foot warehouse building. The proposed warehouse is located on a 123.8 acre site that sits in the Town of East Fishkill.

On December 3, 2020, the East Fishkill Town Board adopted a negative declaration of a SEQR determination for the Bluewater project. Also on December 3, 2020 the East Fishkill Town Board issued Bluewater property group an Economic Development permit for same project.

The East Fishkill Town Board has been reviewing the current proposal for a PILOT program for the Bluewater project and we are in support of the proposal.

Very truly yours,

Nicholas D'Alessandro, Supervisor  
Town of East Fishkill



**WAPPINGERS** | Empower  
CENTRAL SCHOOL DISTRICT | Challenge  
Grow

Dr. Dwight Bonk • Acting Superintendent of Schools  
25 Corporate Park Drive • P.O. Box 396 • Hopewell Junction, NY 12533 • (845) 298-5000 x40145 • Fax (845) 896-1693

December 8, 2020

Sarah Lee, Executive Director  
Dutchess County Industrial Development Agency  
3 Neptune Road  
Poughkeepsie, NY 12603

***Re: Application for Financial Assistance  
USEF Tioranda, LLC and Amazon.com Services LLC (“Amazon”)  
Warehouse Distribution Center Redevelopment Project***

Dear Ms. Lee:

On behalf of the Board of Education of the Wappingers Central School District (“District”), please consider this letter confirming the District’s support of Amazon’s application for financial assistance to the Dutchess County Industrial Development Agency, in connection with its proposed warehouse distribution center redevelopment project at the IBM West Campus site on Route 52, in the Town of East Fishkill. For your reference, I’m attaching a certified resolution adopted by the District’s Board of Education on December 7, 2020 confirming this support.

The District welcomes this redevelopment project, as it will bring jobs to our community and much needed financial support to assist the District in its mission to provide our students with a high quality public education.

Very truly yours,

Dwight Bonk, Ed.D.  
Acting Superintendent

cc: Board of Education



**WAPPINGERS** | Empower  
CENTRAL SCHOOL DISTRICT | Challenge  
Grow

Board of Education

25 Corporate Park Drive • P.O. Box 396 • Hopewell Junction, NY 12533 • (845) 298-5000 x40145 • Fax (845) 896-1693

December 8, 2020

THIS WILL CERTIFY that at the Board of Education meeting of December 7, 2020 the following resolution was offered and passed unanimously:

WHEREAS, the Wappingers Central School District has been informed of a proposed project to commercially redevelop three parcels of land located on Route 52 in the Town of East Fishkill particularly described as 1940 Route 52 (Grid # 132800-6356-04-606028), Route 52 Rear (Grid # 132800-6355-00-501905) and Route 52 Rear (Grid # 132800-6355-00-854904); and

WHEREAS, USEF Tioranda, LLC and Amazon.com Services, LLC, the developer of such proposed project (hereinafter referred to as "Amazon") intends to file an application for financial assistance from the Dutchess County Industrial Development Agency ("DCIDA") to assist in this proposed project; and WHEREAS, it is contemplated that the financial assistance being sought from DCIDA will include a PILOT Agreement for a term of fifteen years; and WHEREAS, the Wappingers Central School District having received and reviewed the information describing the project is supportive of such project;

NOW THEREFORE, BE IT RESOLVED that the Board of Education of the Wappingers Central School District supports the application for financial assistance with the DCIDA being filed by Amazon, including a fifteen year term for a PILOT Agreement; and

BE IT FURTHER RESOLVED, that the Acting Superintendent of Schools be authorized to send a letter in support of such application to the DCIDA.

Respectfully Submitted,

Alberta Pedro  
District Clerk

**RESOLUTION- 128/2020**

**(APPROVE A NEGATIVE DECLARATION REGARDING THE BLUE WATER PROJECT)**

**WHEREAS**, a long environmental assessment form has been prepared by the Town Planner; and

**WHEREAS**, the Town Board has reviewed the project and reviewed the environmental assessment form; and

**NOW, THEREFORE, BE IT RESOLVED**, that the Supervisor be and hereby is authorized to execute a negative declaration with respect to the Blue Water Project.

**BY ORDER OF THE TOWN BOARD  
CAROL HURRAY, TOWN CLERK**

**DATED: DECEMBER 3, 2020  
EAST FISHKILL, NY**



The following documentation was analyzed in making this negative declaration:

- Full EAF
- Supplemental Part III Information
- Storm Water Pollution Prevention Plan (SWPPP)
- Other (Describe)

Name of Action: **Project Redtail**

For Further Information:

Contact Person: **Gina Grippo, Town Board Clerk  
Town Hall, 330 Route 376  
Hopewell Junction, New York 12533  
(845) 221-9191**

#### REASONS SUPPORTING THIS DETERMINATION:

(See 617.7(c) for requirements of this determination; see 617.7(d) for conditioned Negative Declaration)

(a) Environmental issues identified as relevant:

1. **Land Use, Zoning, and Public Policy**
2. **Public Services**
3. **Stormwater**
4. **Traffic and Transportation**
5. **Noise**
6. **Air Quality**
7. **Fiscal**
8. **Surface Waters and Wetlands**
9. **Threatened and Endangered Species**
10. **Historic and Archeological Resources**
11. **Scenic Resources**
12. **Water & Wastewater**

(b) Analysis of the issues identified and elaboration of the basis and reason for this determination that there will not be a significant impact on the areas of the environment identified in Section (a).

## 1. Land Use, Zoning, and Public Policy

The Proposed Project would result in the redevelopment, reuse, and revitalization of vacant and underutilized industrial site previously used for manufacturing with a distribution/warehouse facility. The site was formerly the IBM West Campus and consisted of five buildings totaling approximately one (1) million square feet as well as roadways, parking areas and significant utility infrastructure. The Proposed Project would result in the demolition of the existing buildings and the construction of a distribution/warehouse facility consisting of a single one-story building fifty (50) feet in height containing 629,186 square feet, 132 loading docks, 1,000 employee parking spaces, and 702 trailer parking spaces. The Proposed Project would be located almost entirely within the development footprint of the former IBM West Campus. Approximately 0.4 acres of forested land would be disturbed by the proposed distribution/warehouse facility. The redevelopment of a vacant, underutilized industrial site formerly used for manufacturing with a distribution/warehouse facility would be consistent with the surrounding industrial land uses and the existing industrial zoning but would require an Economic Redevelopment Special Permit to allow for greater flexibility in the site layout and design.

The Town Board has evaluated all potential impacts related to the Project and finds that the Project is not anticipated to result in any significant adverse environmental impacts on land use because:

### Land Use

1. As a distribution center, the Project is appropriately located near major thoroughfares and transportation hubs including Interstate Route 84, Route 9, NYS Routes 17K, I-87, and Stewart International Airport.
2. Compared with other commercial, residential or institutional uses, distribution/warehouse facilities have limited impacts on municipal services including the police and fire departments and school districts.
3. The Project Site is largely isolated from other uses by setbacks, roadways, existing and proposed vegetation, topography and large wetland complexes.
4. The existing land uses within one-half mile of the Project Site indicates the Proposed Action is generally consistent with nearby industrial and commercial development patterns. The Project is compatible with those commercial and industrial land uses in the immediate vicinity of the Project Site including iPark, and the proposed Sports Dome. The Project is currently located in an I-1 industrial zoning districts.
5. The large acreage of the Project Site, its location to the rear of the former IBM West Campus, and the I-84 corridor provides a buffer between the warehouse building and surrounding land uses including residential uses.
6. To minimize impacts on the surrounding land uses, existing natural vegetation along the boundaries of the Project Site (including wetlands) would be left intact to serve as a buffer. The placement of the warehouse building in the center of the Project Site, significantly set back from other land uses, would be designed to minimize potential



adverse visual and noise impacts from surrounding land uses and views from surrounding roadways, in addition to the screening and landscape vegetation that has been added to screen the facility along Auditorium Drive.

7. The Project will use iPark Blvd /Lime Kiln Road and South Drive as the primary access to the site. All truck traffic will be routed to use iPark Blvd /Lime Kiln Road and South Drive access to minimize truck traffic utilizing the local access on Route 52.

#### Zoning

1. The Proposed use is consistent with the I-1 zoning district which permits “warehouses.”
2. The Proposed Project would require an Economic Redevelopment Special Permit which provides for a greater flexibility of site design to allow for the redevelopment and revitalization of former industrial campuses in the I-1 zone. The Proposed Project would be in conformance with the intent of the Economic Redevelopment Special Permit and meet all the special permit criteria of the Economic Redevelopment Special Permit.
3. The Proposed Project meets all site plan review standards set forth in the Town’s Zoning Law.

#### Public Policy

1. The Project is in accordance with all stated public policy goals enumerated in the Town of East Fishkill’s Comprehensive Plan (2002). The Plan called for the entire Project Site to be used for general industrial uses. As originally stated in the Town’s 1982 Comprehensive Plan and reiterated in the 2002 Plan, the I-84 corridor is an appropriate location for industrial development. In addition, the Proposed Project is consistent with the Plan’s following stated goal: *“Identify land with marketable sites and good interstate highway access in order to attract high-value industry. Industrial zoning shall continue to be maintained near the interstate and reduced near the railroads.”*

**Accordingly, the Town Board further finds that no significant adverse environmental impacts related to Land Use, Zoning and Public Policy are anticipated from the Project.**

## **2. Public Services**

#### Police Department

Information regarding the Town of East Fishkill Police Department was received from Chief Christopher A. Bellino and was provided to the Town Board in the expanded EAF.

1. The Town of East Fishkill Police Department provides law enforcement services 24 hours a day, 7 days a week throughout the entire year. The staff consists of 25 full-time officers and 10 civilian employees. Travel time to the Project Site from the police

station is approximately 2 minutes 30 seconds with emergency response time of approximately one minute.

2. The East Fishkill Police Department letter states that based on the warehouse size, commercial traffic, and workforce flow, potential service calls may increase by 160 calls yearly. The department also states that consideration should be given to additional off-site traffic issues that require police assistance, resulting in excess wear and tear and mileage on the patrol fleet.
3. To reduce the potential for impacts on the East Fishkill Police Department, security measures will be implemented at the project site on a 24/7/365 basis, including but not limited to perimeter fencing, gates and guardhouses, video surveillance, alarms, loss prevention program to minimize theft, and internal staff training. It is anticipated that the proposed security measures would minimize the potential for service calls to the site and the need for additional police manpower.

**Accordingly, based on the proposed use and security measures there would not be any significant adverse impacts on police department services.**

#### Fire Department

Information regarding the Town of East Fishkill Fire District (EFFD) was received from the EFFD website and Kevin McNamara, Chief of the Board of Fire Commissioners.

1. The East Fishkill Fire District (EFFD) provides fire protection and rescue squad services to the site. The EFFD is a volunteer fire department with no paid firefighters. Staff is limited to two administrative personnel and two maintenance personnel.
2. The site plan for the Proposed Project includes a sprinkler system and standpipe connections on the outside of the building. On-site fire hydrants will be located to avoid unnecessary hose lays that may block other apparatus from setting up at the scene in the event of a fire.
3. The site design allows for 360 degree access around the warehouse building. The building will be designed in accordance with applicable standards of the New York State (NYS) Uniform Fire Prevention and Building Code and multiple points of access to the building will be provided for alternate routes of entry and exit in the event of an emergency.
4. All sprinkler systems and fire alarm components such as smoke detectors and pull stations will be properly labeled. This will allow the fire department to quickly locate activated alarms and minimize the facility's evacuation time. All standpipes in the building need to be labeled and kept free from obstructions.
5. The proposed access driveways will be designed to accommodate fire engines. Emergency vehicle access will be provided around the building and fire lanes will be provided at appropriate locations around the building in accordance with the Town of East Fishkill zoning code.

**Accordingly, due to the fire protection measures proposed at the project site, any potential impacts will not be significant and are able to be addressed with the existing resources of the fire department. The project will not pose a significant adverse impact to the fire department.**

#### Emergency Medical Services

The rescue squad is a division of the EFFD and is an entirely volunteer Basic Life Support (BLS) ambulance service that provides emergency medical services to the residents of East Fishkill and surrounding communities under pre-planned mutual aid agreements 24 hours a day, 7 days a week, all year long, and are rotated each week to one of the four fire stations in the EFFD.

1. The site plan for the Proposed Project provides for emergency access, both outside and inside of the proposed warehouse building. Hallways and access points will be constructed in accordance with New York State building codes and access points will be clearly marked. Time is essential in communicating where an injured person is, especially given the size of the proposed warehouse facility.
2. As required by the NYS Fire Code, there are proposed two ingress/egress driveways that are designed to safely and effectively allow all emergency vehicles, including ambulances, to access the site.
3. The project will be designed to accommodate all emergency service needs, including EMS equipment.

**Accordingly, due to the design of the Proposed Project, the project site will not pose a potential significant adverse impact to emergency medical services.**

### **3. Stormwater**

The Proposed Project consists of a warehouse with associated car and trailer parking, trailer loading docks, stormwater basins, site utilities, signage and landscaping. The following potential impacts related to stormwater were identified:

1. Stormwater runoff from developed land is recognized as a possible contributor of pollution that can adversely affect the quality of downstream receiving waters if not properly controlled.
2. As a "Fleet Storage Area" the proposed project is classified as a "Stormwater Hotspot" in accordance with the requirements of the New York State Stormwater Management Design Manual. A stormwater hotspot is defined as a land use or activity that generates higher concentrations of hydrocarbons, trace metals or toxicants than are found in typical stormwater runoff.
3. Development of the Project Site will create impervious areas, which can alter the

hydrologic characteristics of a watershed and could have impacts on water resources, because pollutants and sediment carried by stormwater runoff could degrade the water quality of receiving waters downstream.

4. The potential pollution sources during construction include large areas (greater than 15 acres) of exposed and unstable soils, and after construction include sediment, debris, litter, and potential contaminants on driveways and parking lots.

The Applicant prepared a Stormwater Pollution Prevention Plan (SWPPP) in accordance with the requirements of the Town of East Fishkill and the New York State Department of Environmental Conservation (NYSDEC) State Pollutant Discharge Elimination System (SPDES) General Permit for Stormwater Discharges from Construction Activity (GP-0-20-001) technical standards. This SWPPP identifies the erosion control, sediment control, pollution-prevention, and stormwater management measures to be implemented during construction to minimize soil erosion and control sediment transport off site, and after construction to control and treat stormwater runoff from the developed site. The pre- and post-development conditions were analyzed using the USDA Soil Conservation Service Publication Technical Release (TR-55) "Urban Hydrology for Small Watersheds." TR-55 provides procedures for estimating runoff and peak discharges in small watersheds based upon the watershed areas, land coverage, soil group types, curve numbers (CN), times of concentration (Tc), rainfall distribution type, and rainfall amount for the design storm events. The pre- and post-development peak discharge rates of runoff have been evaluated utilizing HydroCAD stormwater modeling software.

The Town Consulting Engineer (CPL) prepared a Watershed Analysis to evaluate the impact this project will have on the Wiccopee Creek, Guildersleeve Brook and Fishkill Creek. The analysis was originally prepared in 2014 for the Hopewell Sports Dome project. The analysis has been updated to incorporate the post-development conditions analysis prepared for this project utilizing HydroCAD stormwater modeling software to estimate impacts to flow rate, water surface elevation and velocity during the 100-Year, 24 hour storm event for each of the streams noted. The SWPPP and Watershed Analysis showed the following:

1. The Proposed Project will maintain existing drainage patterns as much as practical, control the rate of stormwater runoff resulting from the development, and mitigate potential impacts on water quality and erosion generated during and after construction.
2. The peak rate of runoff from the Project Site will not be increased as a result of the proposed development. In addition, the erosion control, sediment control, pollution-prevention, and stormwater management measures to be implemented during construction as outlined in this SWPPP and project drawings will minimize soil erosion and control sediment transport off site, and after construction will control the water quality and quantity of stormwater runoff.
3. The peak rate of runoff from the Project Site will be managed to minimize impacts to downstream areas. Increases to downstream peak rate of runoff, water surface elevation and stream velocity will not be permitted to exceed 2014 levels for the

streams analyzed, except as a result of natural increases in rainfall depths as reported by the Northeast Regional Climate Center.

4. The volume of runoff from the Project Site will increase as a result of the proposed development. Stormwater Management Practices and Planning Measures have been incorporated to reduce runoff volume (Runoff Reduction Volume – RRV) as required by the NYS SPDES technical standards to the maximum extent practical but in no case will the RRV be less than the minimum RRV required.
5. The Town will engage an environmental monitor funded by the applicant to monitor the site construction at least once a week to ensure compliance with the approved SWPPP for disturbances up to 5 acres.
6. The Applicant will be required to post a performance bond as a condition of the Project's site plan approval to ensure the proper construction of the stormwater control practices in accordance with the SWPPP until a certificate of occupancy (CO) is issued for the warehouse.
7. The Applicant will be required to post a maintenance bond as a condition of the Project's site plan approval to ensure the continued proper performance, maintenance and repair (if any) of the stormwater control measures for two years after a CO is issued for the warehouse.

**Accordingly, the proposed project will not have adverse impacts if the measures for erosion control, sediment control, pollution prevention, and stormwater management measures are properly constructed and maintained in accordance with the requirements outlined in the SWPPP and on the accompanying approved project site plans.**

#### **4. Traffic and Transportation**

The Proposed Project is located on the Route 52 corridor a major regional thoroughfare that runs through the Town of East Fishkill. According to the Traffic Impact Study (TIS) prepared by Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. dated October 2, 2020 and submitted as part of the EAF, regional access to the site will primarily be provided via the South Drive/iPark Blvd and Lime Kiln Road signalized intersection. Alternative access, for local employees, will be provided via the Auditorium Drive and NYS Route 52 intersection. The future connector road constructed as part of the Project will connect NYS Route 52 and Lime Kiln Road using Auditorium Drive and the east-west oriented South Drive/iPark Blvd. The proposed truck traffic related to project operation will access the site from the regional Interstate 84 roadway network and will use the South Drive/iPark Blvd and Lime Kiln Road access. It is not anticipated that truck traffic will use the local access on NYS Route 52.

The Town Board reviewed the following information within the EAF related to traffic and transportation and makes the findings below:

1. According to the TIS, the Proposed Project would generate approximately 662 new trips (520 enter, 142 exit) during the weekday morning peak hour and 597 new trips (203 enter, 394 exit) during the weekday evening peak hour. As part of the TIS, a capacity analysis was performed at the following intersections:
  - a. Lime Kiln Road (County Road 27) and I-84 Westbound Ramps
  - b. Lime Kiln Road (CR 27) and South Drive/iPark Drive / Old Lime Kiln Road
  - c. Lime Kiln Rd (CR 27) / Binnewater Road and New York State Route 52
  - d. Palen Road (CR 31) / West Drive and NYS Route 52
  - e. John Jay High School Driveway and NYS Route 52
  - f. Lime Kiln Road (CR 27) and I-84 Eastbound Ramps
  - g. South Drive / Roethal Drive and NYS Route 52
  - h. Auditorium Drive and NYS Route 52
  - i. Lake Drive and NYS Route 52
2. The TIS projected traffic volumes to include existing traffic and new traffic created by background growth to derive the 2022 No-Build traffic volumes. The site-generated trips were added to the 2022 No-Build traffic volumes to derive the 2022 Build traffic volumes. Based on the analysis, the NYSDOT identified impacts and concerns within the Route 52/Lime Kiln corridor. These concerns included the degradation of throughput traffic at the signalized intersections of Route 52, appropriate traffic control at the Route 52/Auditorium Drive intersection and impacts at the John Jay High School intersection.
3. The future connector road constructed as part of the Project will connect NYS Route 52 and Lime Kiln Road using Auditorium Drive and the east-west oriented South Drive/iPark Blvd.
4. Regional access to the site will primarily be provided via the east-west oriented South Drive/iPark Blvd I-84. Truck traffic will be directed to use South Drive/iPark Blvd.
5. A significant mitigation measure has been made a part of the proposed action by the applicant. The applicant has committed to the town the recording of an irrevocable offer of cession and dedication (upon taking title to the property) of Auditorium Drive from NYS Route 52 to South Drive (to the East Campus property line), in combination with the two prior recorded rights of way of public utilities. This offer of Cession will be acceptable to the town once the upgrades of the aforementioned road to the town's standards are complete (the "Auditorium Drive Portion"). This offer of Cession will be combined with the acceptance by the town of "South Drive" as a public right of way per the irrevocable offer of cession and dedication granted by Global Foundries US LLC to the Town dated July 21, 2017, including but not limited to the upgrade of the road to the town standards as a precondition of acceptance by the town (the "South Drive Portion"). These offers of cession and dedication, for both the Auditorium Drive Portion and the South Drive Portion will result in a new town road extending from NYS Route 52 in the north to iPark Blvd/Lime Kiln Road in the south, and such Acceptance shall occur and be formally accepted no later than the issuance of a temporary certificate of occupancy for the subject property. This new Town Road shall provide mitigation to traffic conditions.
6. As part of the Proposed Project, the applicant will make improvements to Auditorium

Drive which will allow it to be used as a bypass road between I-84 and the Route 52 corridor. Ownership of Auditorium Drive will be transferred to the Town of East Fishkill. The improvements to Auditorium Drive will support and facilitate the implementation of the Town sponsored Route 52 traffic improvements which will include the construction of a modern roundabout at the intersection of Route 52 and Auditorium Drive to facilitate the connection of Route 52 and the new Auditorium Drive bypass.

7. The modern roundabout will allow traffic heading to and from I-84 to bypass Route 52 and reduce traffic volumes at the heavily congested intersections on at Route 52, including John Jay High School, Palen Road and Lime Kiln Road. The roundabout will also create a fully functional intersection at Route 52/Auditorium Drive accommodating all vehicle movements. The applicant has agreed to make a one-time fair share contribution to facilitate the implementation of these town sponsored Route 52 improvements, in addition to its upgrade and dedication of Auditorium Drive
8. The proposed project will construct two bus transit stops along Auditorium Drive to facilitate transit use to and from the facility.

**Accordingly, with the proposed improvements described in place, the Proposed Project will not result in any significant adverse traffic or transportation impacts.**

## **5. Noise**

The Town Board reviewed the information within the EAF related to noise and sound emission and makes the findings below:

1. A sound study of the Project Site was conducted to analyze background and future site sound emissions and consider improvements to the Proposed Project needed to comply with applicable code limits and/or to minimize the acoustical impact and potential for noise complaints. It is anticipated that the site will generate additional sounds to the surrounding area from rooftop HVAC equipment and truck and car activity. The sound study measured existing sound at the following four locations:
  - Location 1: On Auditorium Drive, in line with the southern edge of the high school gym.
  - Location 2: On the street in front of 5 Roethal Drive.
  - Location 3: At the eastern side of the Saxon Woods Court cul-de-sac
  - Location 4: At the northeastern side of the Wiccopee Run cul-de-sac
2. The Town Consulting Engineer, CPL reviewed the noise analysis and requested noise monitoring at several additional locations to augment the analysis. Further review of the revised noise analysis will be conducted during the site plan approval process, but it has been determined that the site will comply with the Town Noise Ordinance as well as the NYSDEC manual for Assessing and Mitigating Noise Impacts. The current noise analysis is technically acceptable and no significant adverse impacts are expected from the project. Although no significant adverse noise impacts are expected, the following recommendations will be considered

during the site plan approval process:

- i. To minimize noise from truck back-up alarms, consideration will be given to equipping the switcher engines for all tenant trucks with smart, ambient sensing, multi-frequency back-up alarms. This type of alarm is commonly called a “shusher” alarm due to the type of noise it produces. These devices reduce annoyance generated from constant level, pure tones from “beeping” back up alarms.
  - ii. Additional measures such as landscape berms, tree plantings, fencing or other acceptable noise reduction devices may be required, particularly along the boundary with John Jay High School. These measures will also provide visual screening if necessary, as the project plans are further developed.
3. To minimize receptor exposure to temporary construction noise during this phase, the following construction mitigation measures shall be implemented:
  - i. As feasible, limit all heavy equipment operation to non-noise sensitive daytime hours. On occasion, construction may extend past these hours for critical path construction activities, such as concrete pours.
  - ii. As feasible, limit the number of equipment operating near any one of the critical receptors at a given time. Avoid exposing any one critical receptor to high sound levels for an extended period of time.
  - iii. Place stationary equipment, such as generators, compressors, and office trailers, away from any critical receptors.
  - iv. Avoid having construction parking or laydown areas near any critical receptors.
  - v. Specific noise issues will be individually evaluated for tailored noise mitigation recommendations should traditional methods above not be sufficient.
  - vi. Limit materials deliveries to the greatest extent possible to the Route 84 and Lime Kiln Road access to the project to avoid the use of Route 52 and Auditorium Drive
  - vii. During the site plan approval process, a Site Construction and Phasing Plan will be developed that identifies storage areas, truck access routes, contractor parking etc., that will take into consideration limiting noise impact on the critical receptors.

**Accordingly, the Proposed Project will not create any significant adverse noise impacts and will avoid or minimize sound emission from the site to the maximum extent practicable.**

## **6. Air Quality**

The Town Board has reviewed the relevant facts related to air quality and makes the findings below.

1. Pursuant to 6 NYCRR 217-3.2, idling for heavy duty vehicles is limited to no more than five (5) consecutive minutes when the vehicles are not in motion. This will



significantly limit any noxious fumes emitted by tractor-trailers.

2. The building will be heated primarily by natural gas;
3. The building will not require any air permits from New York State or Federal Agencies in order to operate.
4. Any emissions during construction will be temporary in nature, and the Applicant will fund an escrow for construction monitoring services with the Town, which will enable the Town to hire an environmental construction monitor to confirm compliance with all safety and emissions regulations.

**Accordingly, the Project will not create any significant adverse environmental impacts with respect to air quality.**

## **7. Fiscal**

The Town Board reviewed the information within the EAF related to the fiscal conditions and makes the findings below.

1. The Project Site consists of three parcels with a lot area of approximately 123.86 acres. The Project Site is currently vacant.
2. The current taxable assessed value of the Project Site is \$5,218,500. No tax exemptions are recorded for any of the Project Site parcels. Most of the assessed value is attributed to the land at the Project Site.
3. Property Taxes - The Project is projected to generate significantly higher property tax revenue than the current taxes of approximately \$155,000.
4. The Proposed Project would develop the property into a warehouse/distribution facility containing approximately 629,186 square feet including parking for passenger vehicles and trucks, stormwater management facilities, landscaping, site lighting and other utility infrastructure.
5. It is anticipated that the Proposed Project will result in an investment of \$135.5 million at the Project Site over 15 years.
6. The Project site will be subject to a payment in lieu of taxes (PILOT) agreement. The PILOT is designed to gradually implement taxes over 15 years. Property taxes for Town/County/School over the first 15 years will be over \$18,000,000 more than if there were no project at all. The Project represents a positive fiscal impact for all taxing districts.
7. Wappingers Central School District (WCSD)— Without residential construction and no school- aged children generated as a result of the Proposed Project, the Project would not result in any direct costs to the WCSD. Instead, the Proposed Project would provide significant tax revenues to the school district.

8. Overall Projected Net Benefits – Over a 15 year timeline, the Project is projected to have total net benefits of \$496,701,000.
9. Construction Jobs – Approximately 200 construction jobs will be created during the estimated 12 to 15-month construction period.
10. Long Term Employment – It is projected that up to 500 full-time equivalent employees will be employed by the Project. Salaries are expected to range from \$31,000 to \$60,000 with robust benefit packages offered. The projected employees would have roles in managerial, supervisory, safety, security, information technology, and human resource capacities in addition to roles in receiving, handling, packing, and transportation. Seasonal increase in employment is expected annually in the fourth quarter. Employees would typically reside within 30 minutes of the Project Site. The Project will utilize local labor force in the region to address work and there is adequate labor force in the region to address workforce concerns. The Project is expected to increase jobs in the County.

**Accordingly, the Project will create substantial fiscal benefits for local and regional jurisdictions through tax revenues, payroll, sales taxes, and a significant number of construction and permanent jobs for the area. Due to these positive fiscal benefits, no mitigation measures are required.**

## **8. Surface Waters and Wetlands**

The Town Board reviewed the information within the EAF related to the existing conditions of the Project Site in relation to surface waters and wetlands and makes the findings below.

1. An evaluation and delineation of wetlands/waters was completed onsite in August 2020. Five wetlands were identified and delineated as listed below.
  - Wetland A – 5.07 acres
  - Wetland M – 0.10 acres
  - Wetland Q – 0.11 acres
  - Wetland Y – 0.35 acres
  - Wetland Z – 0.09 acres

### **Wetlands A, M and Q**

Wetlands A, M and Q are located in the southwestern corner of the site and situated adjacent to Wiccopee Creek and a tributary to Wiccopee Creek. Each of these wetlands is wooded and hydrologically driven by seasonal high water, surface runoff from surrounding uplands and fluctuations in water levels associated with the adjacent streams. As shown on the NYSDEC Freshwater Wetlands Map, Wetlands A, M and Q are consistent with NYSDEC mapped wetlands and thus are subject to NYSDEC jurisdiction under Article 24 (Figure E-2). In addition, Wiccopee Creek is a Class C(t) stream and therefore is an NYSDEC-protected water under Article 15. Wetlands A, M and Q are also subject to U.S. Army Corps of Engineers (USACE) jurisdiction pursuant to Section 404 of the Clean Water Act.

#### Wetland Y

Wetland Y consists of an emergent wetland swale located along the eastern property line. The wetland is hydrologically driven by surface water runoff from surrounding uplands and does not contain an outlet or connection to other wetlands/waters. Wetland Y is not mapped by NYSDEC and therefore is subject to USACE jurisdiction only.

#### Wetland Z

Wetland Z consists of a wooded wetland situated in the southeastern corner of the site. Wetland hydrology is primarily driven by surface runoff and seasonal high groundwater. Wetland Z is not mapped by NYSDEC and therefore is subject to USACE jurisdiction only.

2. The Project does not include any activities within the limits of onsite wetlands or within the 100-foot NYSDEC Adjacent Area associated with those mapped and regulated by NYSDEC (Wetlands A, M and Q). Confirmation that the project does not require a permit from the USACE pursuant to Section 404 of the Clean Water Act/Section 10 of the Rivers and Harbors Act or NYSDEC pursuant to the Freshwater Wetlands Permit Program (Article 24) or Protection of Waters Program (Article 15), will be obtained.

**Accordingly, no significant adverse impacts to surface waters or wetlands will result from the Proposed Project.**

## **9. Threatened and Endangered Species**

The Town Board reviewed the information within the EAF related to the existing conditions of the Project Site in relation to threatened and endangered species and makes the findings below.

1. Based on a response from the New York State Department of Environmental Conservation (NYSDEC) Natural Heritage Program (NHP) dated September 3, 2020, there are no documented occurrences of threatened or endangered species onsite. However, the NHP indicates a documented Indiana bat maternity colony within 0.5 miles of the site and bald eagle and bog turtle within 1 mile of the site.
2. Based on a review of the U.S. Fish and Wildlife Service (USFWS) Information for Planning and Consultation (IPaC) tool, there are two threatened or endangered species that should be considered in an effects analysis for the project: Indiana bat (*Myotis sodalis*) and bog turtle (*Clemmys muhlenbergii*). However, subsequent communication with USFWS in a letter dated 11/16/20 determined that no further coordination or consultation with the USFWS is required at this time.
3. Indiana bat (*Myotis sodalis*)  
For purposes of compliance with the Endangered Species Act, both the NYSDEC and USFWS will consider suitable Indiana bat habitat in wooded or treed areas within 2.5 miles of a known Indiana bat summer colony. Trees providing suitable habitat are

characterized by USFWS as those with a diameter at breast height (DBH) > 5 inches that have exfoliating bark, cracks, crevices or hollows. The majority of the project area is non-forested and consists of vacant and demolished buildings and associated infrastructure from the previous development; these areas do not provide suitable habitat for Indiana bat. Forested uplands and wetlands in the southwestern corner of the site are generally dominated by deciduous trees including red maple (*Acer rubrum*), sycamore (*Platanus occidentalis*) and green ash (*Fraxinus pennsylvanica*). Forested uplands in the southeastern corner of the site are mainly dominated by black locust (*Robinia pseudoacacia*). These forested areas may be considered suitable habitat for Indiana bat.

The majority of the proposed redevelopment project avoids disturbance and removal of trees and wooded areas; however, approximately 0.4 acres of forested/wooded area along the southwestern perimeter of the prior development and various individual trees located adjacent to existing buildings will be cleared during construction. In order to avoid potential impact to Indiana bat, trees will be cleared during inactive months (November 1 thru March 31).

4. Bog turtle (*Clemmys muhlenbergii*)

The bog turtle is federally listed as threatened and state-listed as endangered. According to the New York Natural Heritage Program, bog turtles occur in open-canopy wet meadows, sedge meadows, and calcareous fens. In the Hudson River Valley, known bog turtle habitat may be isolated from other wetlands or may exist as part of larger wetland complexes. These wetlands are often fed by groundwater and the vegetation commonly includes various species of sedges.

Other vegetation that is frequently found in southern New York bog turtle sites includes shrubby cinquefoil (*Potentilla fruticosa*), grass-of-parnassus (*Parnassia glauca*), mosses (*Sphagnum* spp.), horsetail (*Equisetum* sp.), scattered trees such as red maple (*Acer rubrum*), red cedar (*Juniperus virginianus*), and tamarack (*Larix laricina*), and scattered shrubs such as willows (*Salix* spp.), dogwood (*Cornus* spp.), and alder (*Alnus* spp.) (NYSDEC NHP 2020). Bog turtles are also found within unpolluted emergent and scrub/shrub wetlands that consist of micro-habitats, including dry pockets, saturated areas, and areas that are periodically flooded. These habitats are characterized by soft muddy bottoms, interspersed wet and dry pockets, vegetation dominated by low grasses and sedges, and a low volume of standing or slow-moving water which often forms a network of shallow pools and rivulets (USFWS NY 2020).

Based on a recent evaluation and delineation of wetlands/waters in August 2020, there are five wetlands present onsite (Wetlands A, M, Q, Y and Z). Wetlands A, M and Q are located in the southwestern corner of the site and situated adjacent to Wiccopee Creek and a tributary to Wiccopee Creek. Each of these wetlands is wooded and hydrologically driven by seasonal high water, surface runoff and fluctuations in water levels associated with the adjacent streams. At the time of our evaluation, the substrate within the wetlands was mostly firm with softer soils present closer to the streams within. Based on the observed characteristics of these wetlands, bog turtle habitat was determined absent.

Wetland Y consists of an emergent wetland swale located along the eastern property line. The wetland is hydrologically driven by surface water runoff from surrounding uplands and does not contain an outlet or connection to other wetlands/waters. At the time of our evaluation, soils within this wetland were firm with saturation absent at the surface. Based on the observed characteristics of these wetlands, bog turtle habitat was determined absent.

Wetland Z consists of a wooded wetland situated in the southeastern corner of the site. Wetland hydrology is primarily driven by surface runoff and seasonal high groundwater. At the time of our evaluation, soils within this wetland were firm with saturation absent at the surface. Based on the observed characteristics of these wetlands, bog turtle habitat was determined absent.

**Accordingly, since only a small area of forested land (0.4 acres) will be cleared during the inactive months of the Indiana bat (November 1 thru March 31) and the Proposed Project does not include any work or other disturbance within or adjacent to the onsite wetlands, the Proposed Project is not expected to result in any significant adverse impact to threatened and endangered species.**

## **10. Historic and Archeological Resources**

The Town Board reviewed the information within the EAF related to the existing conditions of the Project Site in relation to historic and archeological resources and makes the findings below.

1. The Project Site was previously disturbed and developed with the IBM West Campus. Extensive historical and archeological surveys were completed during the SEQR review for the IBM West Campus. Historic and Archeological artifacts collected during the development of the IBM West Campus were provided to the East Fishkill Historical Society.
2. A Phase IA Archaeological Survey was completed for the Project Redtail Warehouse Development by Michael Audin, RPA & Maria Audin M.A. Archaeology & Historic Resource Services, LLC in November 2020. During AHRS's examination of the CRIS field and the non-digitized archaeological surveys for the limit area of disturbance a Stage IA survey was identified for the construction of the IBM West Facility that included the current archaeological-Area of Potential Effect (APE). Based on the fact that the property was previously surveyed at least once in the past AHRS limited its research to known archaeological sites and surveys that were conducted on the archaeological-APE. AHRS identified a total of three known archaeological sites and six previous archaeological surveys on the OPRHP CRIS website, the scanned Archaeological Survey Coverage Maps and Bibliographic information and at the East Fishkill Historical Society that were on or adjacent to the archaeological-APE. A total of three known archaeological sites are either in or adjacent to the archaeological-APE; one precontact (The Van Wyck Prehistoric Site) and two historic (The Theodorus Van Wyck House Site and The Abraham Van Wyck House Site). A data recovery effort was conducted for these three sites. The four surveys that included an archaeological sensitivity assessment all concluded that there is a moderate to

high sensitivity for precontact archaeological sites near Wiccopee Creek to the west of the archaeological-APE. The aerial photograph and topographic map review revealed that the archaeological-APE has experienced a high degree of ground disturbance from the former construction and expansion of the IBM West Facility. The site visit verified the high level of ground disturbance in the archaeological-APE for the construction of the facility. The archaeological survey testing results and ground disturbing activities in the archaeological-APE were mapped in GIS. The mapping revealed that all of the known archaeological sites are just outside of the current archaeological-APE and that the vast majority of the archaeological-APE has experienced some form of ground disturbance since the mid-1980s. Only a small portion of the northwest corner of the archaeological-APE could not be definitively mapped as disturbed. This small area is approximately 500 feet from Wiccopee Creek. The area is within an area of well drained soils so it could possess some level of precontact sensitivity. However, the property adjacent to the west (closer to Wiccopee Creek) was archaeologically tested for the Hudson adjacent to the west (closer to Wiccopee Creek) was archaeologically tested for the Hudson Valley Technology Camps Waste Water Treatment Plant (City/Scape, 2008) and no archaeological sites were identified. In addition, the area is just to the north of the area identified as stripped in the 1983 Stage IA (Dumont and Dumont) and no precontact artifacts were recovered leading in this direction from the Cow Barn location where the Van Wyck Prehistoric Site was identified. Although not completely obvious in the site visit the area has most likely experienced some level of soil disturbance from grading for the facility. Based on the above information and analysis AHRS concluded that the precontact and historic sensitivity for the archaeological-APE is low. Therefore, AHRS does not recommend any additional archaeological work for the project.

3. On November 10, 2020, The New York State Office of Parks Recreation and Historic Preservation (OPRHP) provided a letter of no impact. The letter stated the following: "OPRHP has reviewed Phase IA Archaeological Survey, Project Redtail Warehouse Development, Section 6356, Block 04 Lot 606028 and Section 6355, Block 0, Lots 501905 And 854904, Route 52 & Auditorium Dr., Town of East Fishkill, Dutchess County, NY (AHRS, November 2020) [20SR00574]. Based on the information provided, OPHRP has no concerns regarding the proposed project under SEQRA. Should the project design be changed, we recommend further consultation with this office."

**Accordingly, the Proposed Project will not create any significant adverse historic or archeological impacts.**

## **11. Water and Wastewater**

### Water

The Town Board has evaluated all potential impacts related to the Project and finds that the Project will not result in any significant adverse environmental impacts related to water or water service because:

1. The Proposed Project will receive water service from Dutchess County Water and Wastewater Authority (DCWWA) which has sufficient capacity to supply the project.
2. The projected water demand has been calculated in accordance with the New York State Department of Environmental Conservation's (NYSDEC) New York State Design Standards for Intermediate Sized Wastewater Treatments Systems, 2014 per-unit hydraulic loading rates in Table B-3. The per-unit hydraulic loading rate for a distribution warehouse is 15 gpd/employee/shift. To be conservative, it has been assumed that this rate is for an 8-hour shift, so the rate has been adjusted for a 10-hour shift. Please see calculation below:  
$$[(15 \text{ gpd/employee/shift}) \times 10 \text{ hours}] \div 8 \text{ hours} = 18.75 \text{ gpd/employee/shift}$$
The projected average daily flow is as follows: 27,450 gpd  
$$(732 \text{ employees/shift} \times 2 \text{ shifts} \times 18.75 \text{ gpd/employee/shift} = 27,450 \text{ gpd})$$
The projected peak flow is as follows:  
$$(27,450 \text{ gpd} \div 24 \text{ hours} \div 60 \text{ minutes}) \times 4 \text{ peak flow factor} = 76.25 \text{ gpm}$$
3. The fire flow demand is 2,000 gallons per minute over 120 minutes, which will be provided by the 240,000 gallon fire suppression storage tank.
4. The proposed 10-inch water service will provide water supply to the 240,000-gallon water tank located in the north truck court. From there, the tank will then supply the fire suppression loop, which consists of 10-inch diameter C900 DR-18 PVC. The fire riser laterals that lead into the building will then provide water service to the internal fire sprinkler system of the proposed warehouse. Nine fire hydrants have been provided around the warehouse. Post indicator valves will be provided as required by the Town.
5. Where the proposed fire water service will be parallel to the sanitary sewer, a minimum horizontal separation distance of 10 feet (outer-wall to outer-wall) was maintained. Where proposed water line crosses sanitary sewer, a minimum vertical separation distance of 18 inches (outer-wall to outer-wall) was maintained
6. The domestic water service has been designed in accordance with the requirements of the Ten States Recommended Standards for Water Works, latest edition and pipe and appurtenances will conform to AWWA Standard C900, latest revision.
7. Where the proposed domestic water service will be parallel to the sanitary sewer or, a minimum horizontal separation distance of 10 feet (outer-wall to outer-wall) was maintained. Where proposed water line crosses sanitary sewer, a minimum vertical separation distance of 18 inches (outer-wall to outer-wall) was maintained.

**Accordingly, the Proposed Project will not create any significant adverse water or water service impacts.**

### Wastewater

The Town Board has evaluated all potential impacts related to the Project and finds that the Project will not result in any significant adverse environmental impacts related to sanitary sewer because:

1. The projected average wastewater generation for the Project is a maximum of 27,450 gallons per day (gpd). The projected peak flow is as follows:  $(27,450 \text{ gpd} \div 24 \text{ hours} \div 60 \text{ minutes}) \times 4 \text{ peak flow factor} = 76.25 \text{ gpm}$ . No vehicle washing will occur on the Site as part of warehouse operations.
2. All of the existing sanitary sewer infrastructure associated with the old IBM West Campus wastewater treatment plant is proposed to be removed and replaced with a proposed collection system designed to convey wastewater from the proposed warehouse and guardhouses to the Global Foundries Sewer Treatment Plant (STP) via the John Jay Pump Station (located along Route 52). Final connections will be approved by the Dutchess County Department of Health (DCDOH). All sanitary flows will be domestic in nature and void of any industrial solid, hazardous or toxic waste contamination.
3. The proposed collection system has been designed in accordance with the requirements of the New York State Department of Environmental Conservation's (NYSDEC) New York State Design Standards for Intermediate Sized Wastewater Treatment Systems, 2014, and the Ten States Recommended Standards for Wastewater Facilities, latest edition.
4. Where the proposed sanitary sewer gravity main will be parallel to the water main, a minimum horizontal separation of 10 feet (wall-to wall) is maintained. Where the proposed sanitary sewer gravity main will cross the water main or the storm sewer main, a minimum vertical separation of 18 inches (wall-to-wall) is maintained. Where this minimum vertical separation is unattainable, a minimum vertical separation of 6 inches (wall-to-wall) is maintained, and the pipes are to be concrete encased.
5. The peak design flow is approximately 22% of the capacity of the proposed pipe. Given that this is the flattest sloping pipe with the highest design flow, it can be assumed that all other pipes within the project will be capable of conveying the anticipated peak flow rate as well.
6. The project wastewater will flow to the GlobalFoundries Wastewater Treatment Plant (WWTP). The WWTP is located at 2070 State Route 52, Building 325, and discharges into Gildersleeve Brook, a NYSDEC Class C stream (SPDES Permit #NY0005096). According to the Engineer's Report, prepared by Morris Associates Engineering and Surveying Consultants, PLLC, dated June 2016 and revised December 2016, the WWTP has a permitted design flow of 6 million gallons per day (MGD), with an average daily flow rate of approximately 2.62 MGD, and a peak flow rate of approximately 2.89 MGD. The proposed 27,450 gpd will not have an adverse impact on the capacity of Global Foundries WWTP.



7. Prior to being placed into service, the sanitary sewer system shall be tested in accordance with the testing procedures outlined on the project plans. A certification letter shall be provided to the Town of East Fishkill and NYSDEC once testing has been completed.

**Accordingly, the Proposed Project will not create any significant adverse wastewater impacts.**

## **12. Other**

No other significant potential impacts were identified as a result of the Proposed Action.

Based on a review of 6NYCRR 617.7, there appear to be no significant adverse environmental impacts.

THIS NEGATIVE DECLARATION WAS AUTHORIZED AT A MEETING OF THE TOWN BOARD OF THE TOWN OF EAST FISHKILL HELD ON DECEMBER 3, 2020.

\_\_\_\_\_  
Chairperson/Designee

\_\_\_\_\_  
Date

For Type I Actions and Conditioned Negative Declarations, a Copy of this Notice Sent to:

- Commissioner, Department of Environmental Conservation, 50 Wolf Road, Albany, New York 12233-0001
- Appropriate Regional Office of the Department of Environmental Conservation.
- Office of the Chief Executive Officer of the political subdivision in which the action will be principally located.
- Applicant (if any)
- Other involved agencies (if any)