

General Information

I. Project Identification

Company Name: SH Grasmere Acquisition, LLC			FEIN: 41-5165156
Address 1521 Concord Pick Suite 201			Name and Title of Contact Person Kurt Evans
City	County	Zip	Telephone Number
Wilmington	New Castle	19803	213 505 7133
Website https://www.sohohouse.com/en-us/			Email kurt.evans@sohohouse.com
Full Address of the site/location of the proposed project, including County and Zip Code 29 Mill Road, Rhinebeck NY 12572			

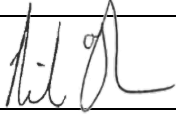
II Project Request

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

Bond Issuance (Tax Exempt / Taxable)	☐	
Straight Lease	☐	
Payment in Lieu of Taxes	X	
Sales Tax Exemptions	X	
Mortgage Tax Exemption	X	

III. Authorizing Signature

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	
Print Name	Neil Thomson
Title	CFO
Date	29 June 2026

Section 1: Applicant Information

Applicant Background (company receiving benefit)

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

A. Company Contact (if different from individual completing application)

Name: Kurt Evans
Title: Global Development Director
Address: 9200 Sunset Boulevard, West Hollywood, CA 90069
Phone: 213-505-7133 Fax: NA
Email: kurt.evans@sohohouse.com

B. Company Counsel:

Name of Attorney: Dan Hubbell & Catherine Kemp
Firm Name: Whiteman, Osterman & Hanna LLP
Address: One Commerce Plaza, Albany, NY
Phone: 518-487-7692 Fax: 518-487-7777
Email: DHubbell@woh.com; ckemp@woh.com

C. Form of Business Organization:

☐ For-profit corporation ☐ Not-for-profit corporation
☐ General partnership ☐ Limited partnership
☒ Limited liability company ☐ Sole proprietorship

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

3/25/2026; Delaware

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

03/27/2026

D. Please list Principal Owners/Officers/Directors

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

Grasmere House, LLC (100%)

55 Water Street, 3rd Fl % Legal, Brooklyn, NY 10021

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

Soho House & Co. Inc.

E. Holding Company

Will a Real Estate Holding Company be utilized to own the Project property/facility?

☐ Yes ☒ No

What is the name of the Real Estate Holding Company:

Federal Employer ID Number:

State and Year of Incorporation/Organization:

List of stockholders, members, or partners of Applicant:

Describe the terms and conditions of the lease between the applicant and the owner of the property:

NA

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

Soho House & Co Inc. is a global membership-led hospitality company operating a portfolio of private members' clubs, hotels, restaurants, spas and workspaces across North America, Europe and beyond.

The company's core proposition is a curated membership model connecting a community of creative professionals through a network of Houses worldwide. Soho House's operations span multiple revenue streams including membership subscriptions, hotel accommodation, food and beverage, wellness, retail (Soho Home), events and cultural programming. The company currently operates multiple 'Houses'

across New York City, with circa 20,000 members in the New York area alone. Soho House is developing Soho Farmhouse Hudson Valley, its first North American Farmhouse, on a 250-acre entitled site in the Town of Rhinebeck, Dutchess County. The development will deliver a year-round, membership-led rural resort offering (upon full development of the project) 135 hotel keys, a members' club, food and beverage facilities, a wellness centre, retail, outdoor activities and event spaces. The project will create significant local employment and economic activity, with a target opening of Q3 2028. The first phase of the project contemplates the development of 48 hotel keys.

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

This is a newly formed company that was created to acquire the land, but is wholly owned by the Soho House group.

Soho House was founded in London in 1995 as a private members' club designed to provide a creative and social space for those working in film, media and the arts. The original House opened in Greek Street, Soho, London, giving the company its name. From that single London location, Soho House has grown steadily into a global hospitality business. The company expanded first across the United Kingdom before extending its footprint into North America, Europe and beyond, with its first US location being in New York City.

The launch of the Soho Farmhouse concept in Oxfordshire in 2015 established the rural retreat format now being brought to North America — with a subsequent expansion of the Farmhouse model to Ibiza in 2025.

Today, Soho House & Co Inc. operates a global portfolio of members' clubs, hotels, restaurants, spas, cinemas and workspaces across major cities and destinations worldwide. The business is headquartered in London, with significant operational presence across North America and Europe and a key corporate office in New York City.

Estimated % of sales within County	<u>100%</u>
Estimated % of sales outside County but within New York State	<u>0</u>
Estimated % of sales outside NYS but within U.S.	<u>0</u>
Estimated % of sales outside the US	<u>0</u>
Total Sales	<u>100%</u>

H. Does the Company have or had projects that were assisted by DCIDA?

 Yes X No

I. Has the company received any state or federal subsidies or program assistance in the last 10 years?

 Yes X No

If yes, please list subsidies, program assistance or grants

- J.** Have you contacted or been contacted by other Economic Development Agencies for this project? If yes, please identify which agencies and what other assistance or assistance sought and the dollar amount that is anticipated to receive. ___ Yes _X No
If yes, please list: _____

- K.** If the company is a party to any significant pending or recently concluded litigation (including bankruptcy), please describe:

No

- L.** Is Company in compliance with local, state and federal taxes, workers' protection, and environmental laws?

Yes

- M.** Please attach a copy of most recent company annual audit.

The entity was recently formed and as such there is no recent financial information available.

- N.** Please attach sales and income projections or a project pro forma for next 3 to 5 years.
Submitted under separate letter.

Section 2: Project Description & Details

A. Industry

Please check off the Project's Industry Sector:

☐ Natural Resources / Mining	☐ Information Technology
☐ Construction	☐ Financial Services
☐ Utilities	☐ Professional / Business Services
☐ Manufacturing	☐ Education or Healthcare Services
☐ Wholesale / Retail	☒ Leisure and Hospitality
☐ Transportation /Warehousing	☐ Government
☐ Other (Please write): _____	

North American Industrial Classifications Number (NAICS) 721110

B. Project Location

Project Address 29 Mill Road, Rhinebeck, NY

Section Block Lot (SBL) Number for Property which proposed Project will be located: 6169-00-289358; 6169-00-451779

Property Tax Jurisdiction:

Municipal: Town of Rhinebeck, Dutchess County, New York
School District: Rhinebeck Central School District

Are the Real Property Taxes current? ☒ Yes ☐ No
If no, please explain _____

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

☒ Water	☒ Electric
☐ Gas	☐ Sanitary/Storm Water

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

If no, Present legal owner of site: _____

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

Describe the present use of the proposed Project Site

The historic property has 3 buildings listed on the National Historic Register. All have fallen into disrepair. None of the buildings or grounds are presently in use.

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

☐ Acquired ☒ 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*).

See attached document outlining proposed project, uses and purposes.

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*).

Soho House is extremely excited to pursue the Farmhouse Hudson Valley project, building on the success of the original Soho Farmhouse in Oxfordshire, England. Soho House is equally excited to bring additional economic development and tourism to the surrounding community and to Dutchess County, knowing that the project's and the County's broader success must be mutually achieved. This is why the IDA's support is so critical to enabling the project to proceed.

Should the project not receive financial assistance from the IDA, Soho House would unfortunately be unlikely to pursue the project at all.

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.

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, the market area has no comparable hospitality offering. Ownership has received significant favorable responses and expressed interest from both the local community as well as potential members from the New York City Metropolitan area.

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, the project conforms with the Town's zoning and planning. The site plan is fully approved by the Town of Rhinebeck.

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 - project will use sustainable energy sources, potentially including solar and geothermal energy sources.

Is the project of a speculative nature?

No. Owner owns the property and fully intends to see it through, subject to the IDA providing the requested financial assistance.

Is this part of a Multi-Phase Project? ☒ Yes ☐ No

Will the Project include leasing any equipment? ☒ Yes ☐ No

C. Zoning of Project Site:

Current

Country Inn 2

Proposed

Country Inn 2

Are any variances needed? If so, please list: No

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

NA

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

NA, Applicant currently owns the 250 acre site

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

51,300 SF

The approximate square footage of the planned *new* construction is:

57,460 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.

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: _____

The only known contaminations are minor amounts of asbestos and lead paint.

The SEQRA review has been completed with a Negative Declaration

(Determination of Non-Significance) on June 20 2022.

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

If yes, please

explain _____

The Town of Rhinebeck Planning Board is the lead agent

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

D. 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.

1. Real Estate

(Acquisition cost of land and /or existing structures) \$ 17,500,000

2. New Construction

\$ 47,844,344

3. Reconstruction/Renovation/Expansion

\$ 49,105,888

4. Infrastructure Work

\$ 45,044,240

5. Fixed Equipment (Taxable) (Spending that will be subject to sales tax – i.e. machinery and equipment)

\$ 23,194,750

6. Other Tax Exempt

(non-construction spending that will not be subject to sales tax) \$ _____

7. Professional Services (Architect, Legal Fees¹, Engineering fees)

\$ 17,031,471

8. Other Taxable (please specify)

\$ _____

9. Other (please specify)

\$ _____

Estimated Total Project Cost \$ 199,720,693

Uses (Financing, Legal, Miscellaneous)

	<u>Estimated Fees</u>
IDA Administrative Fees (See page 1)	\$ <u>686,802</u>
IDA Counsel	\$ <u>Included in No. 7</u>
Applicant Counsel	\$ <u>Included in No. 7</u>
Transaction Counsel	\$ <u>Included in No. 7</u>
Bond Counsel	\$ <u>NA</u>
Underwriter Counsel	\$ _____
Trustee Counsel	\$ _____
Other Costs of Bond Issue (i.e. printing)	\$ <u>NA</u>
If this is a bond transaction, will you be refunding bonds? And if so state amount here	\$ <u>NA</u>

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

E. SOURCES

Amount of equity	\$ 79,720,693
Amount of other conventional financing	\$ 120,000,000
Amount financed by bond issue	\$ 0
Public Sources (Include sum total of all state and federal grants and tax credits)*	\$
Total Sources of Funds for Project Cost	\$ 199,720,693

*Identify each state and federal grant/credit

	\$	
	\$	
	\$	

F. Project Construction Schedule

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

The project has already been acquired and pre-construction site work is anticipated to commence in June 2026. Construction is scheduled to begin on 10/1/2026

Please indicate the actual or expected dates of :

Construction completion: May 2028

Occupancy: June 2028

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.

Not applicable

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)

- | | |
|---|--|
| ☒ Complete Application
☒ Meets NYS/DCIDA Requirements
☒ SEQRA / Planning Approval
Approval Date: 6/22/2022 | ☒ Meets Project Use Definition
☒ "But For" Requirement
☒ Will Directly Retain or Create Jobs |
|---|--|

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

C. Project Benefits

Financial Assistance Provided

1. Estimated Sales Tax Exemption^

$$\frac{\$123,891,917}{\text{Amount of Project Cost Subject to Tax}} \times \frac{.08125}{\text{Sales Tax Rate}} = \frac{\$10,066,218}{\text{Total}}$$

2. Estimated Mortgage Recording Tax Exemption

$$\frac{\$120,000,000}{\text{Projected Amount of Mortgage}} \times \frac{.0075}{\text{Mortgage Recording Tax}} = \frac{\$900,000}{\text{Total}}$$

**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:

\$2,817,400

(however part of the property has an Ag exemption so taxable value is \$1,908,241)

Current Property Taxes

\$26,548

Estimated Property Value after project completion

To be determined

Will the Project utilize the DCIDA's Uniform Tax Exemption Formula?

X Yes No

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

Estimated tax abatement resulting from this project \$ _____

(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

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 by category 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	0	NA		5	180000
Professional	0	NA		25	150000
Management	0	NA		75	90000
Administrative	0	NA		50	75000
Production	0	NA		250	70000
Other	0	NA			
Total*				405	

Are employees currently covered by a collective bargaining agreement?

If yes, Name and Local?

No

Are employees provided retirement benefits?
provided as optional)

☐ Yes ☒ No (401k benefit

Are employees provided health benefits?
healthcare plan provided as an option)

☒ Yes ☐ No (Subsidized

Estimate the projected monthly timeframe for the creation of new permanent jobs at project location

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

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.

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.

200

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

We will actively seek to recruit and utilize the local workforce through local advertising, community open days, recruitment consultants, educational institutions, and workforce development organizations. We will leverage established relationships with local hospitality businesses, vendors, purveyors, farmers, and growers to identify qualified candidates and promote employment opportunities. Where possible, we will prioritize hiring local residents and engaging local businesses and suppliers, helping to maximize the project's economic benefits for the Dutchess County community.

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.

How many construction jobs are anticipated to be created?

250 FTE's per year of construction

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? 100 % 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 Project will create upwards of 600 full time jobs

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 X 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 X No

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

___ Yes X 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.

NA

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:
NA

Have any tenant leases been entered into for this project?

☐ Yes ☒ No

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)

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:

Not applicable

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:

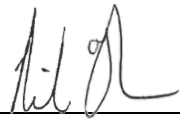
Name of the project; tax exemptions separated by State and local sales tax, County and school taxes; Mortgages recording; Payments in lieu of taxes; New tax revenue if no exemption is granted; number of jobs created and other economic benefits. This information is required each year and will be requested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

Signature	NA
Print Name	
Title	
Date	

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.

Signature



Print Name

Neil Thomson

Title

Chief Financial Officer

Date

29 June 2026

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 _____

3) Certification
To Be Completed for Bond Financing only

_____ deposes and says that he/she is
(Name of Officer of Company submitting application)

the _____ of _____
(Title) (Company Name)

The corporation named in the attached application; that he/she has read the forgoing application and knows the contents thereof; that the same is true to his/her knowledge.

Deponent further says that the reason this verification is being made by the deponent and not by

_____ is because the said Company is a Corporation.
(Company Name)

The grounds of deponent's belief relative to all matters in the said application which are not stated upon his/her own personal knowledge, are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his/her duties as an officer of and from the books and papers of said corporation.

As an officer of said corporation (hereinafter referred to as the "applicant"), deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the Dutchess County Industrial Development DCIDA (hereinafter referred to as the "DCIDA") acting on behalf of the applicant during the attendant negotiations and leading to the issue of bonds. If, for any reason whatsoever, the applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified time to take reasonable, proper, or request action, or withdraws, abandons, cancels, or neglects the application, or if the DCIDA or applicant are unable to find buyers willing to purchase the total bond issue required, then upon presentation of invoice, applicant shall pay to the DCIDA, its' agents, or assigns, all actual costs incurred with respect to the application, up to that date and time, including fees of bond counsel for the DCIDA and fees of general counsel for the DCIDA.* Upon successful conclusion and sale of the required bond issue, the applicant shall pay to the DCIDA an administrative fee set by the DCIDA.

(Chief Officer of Company submitting)

Print Name

Title

Date

NOTARY: Sworn to me before this _____ day of _____, 20 _____
*Applicant is responsible for payment of any State Bond Issuance Fees.

Notary Public (Please Affix Stamp)

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.

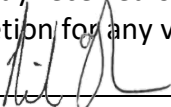
Waiver Request

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; or
- 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.



SH Grasmere Acquisition, LLC

Neil Thomson

Chief Financial Officer

Attachment 1 - Short Environmental Assessment Form

Please complete a Short Form Environmental Assessment Form (<https://www.dec.ny.gov/permits/6191.html>) . Based upon the information provided in that form and elsewhere in this application, the DCIDA may require further information regarding potential environmental impacts.

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.