



Application for Financial Assistance

A) Applicant Information:

Applicant Name: Penn Yan Manufacturing Realty, LLC

Applicant Address: 477 N. Lindbergh Blvd, Suite 300, St. Louis, MO 63141

Phone: (314) 898-9900 Fax: _____

Website: _____ E-mail: rkuehnle@argosfamilyoffice.com

Federal ID#: 83-3907970 NAICS: 53119

State and Year of Incorporation/Organization: Missouri, 2019

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

What is the name of the Real Estate Holding Company: _____

Federal ID#: _____

State and Year of Incorporation/Organization: _____

B) Individual Completing Application:

Name: Richard T. Kuehnle

Title: Authorized Representative of Applicant; Managing Director of Argos Family Office, LLC, which formed and manages the Applicant

Address: 477 N. Lindbergh Blvd, Suite 300, St. Louis, MO 63141

Phone: (314) 898-9900 Fax: _____

E-Mail: rkuehnle@argosfamilyoffice.com

C) Company Contact (if different from individual completing application):

Name: Same as above.

Title: _____

Address: _____

Phone: _____ Fax: _____

E-Mail: _____

D) Company Counsel:

Name of Attorney: William H. Clendenin

Firm Name: Stone, Leyton & Gershman, A Professional Corporation

Address: 7733 Forsyth Blvd., Ste. 500, St. Louis, MO 63105

Phone: (314) 721-7011 Fax: _____

E-mail: wclendenin@stoneleyton.com

E) Business Organization (check appropriate category):

Corporation Partnership
Public Corporation Joint Venture
Sole Proprietorship Limited Liability Company
Other (please specify) _____
Year Established: 2019
State in which Organization is established: Missouri

F) List all stockholders, members, or partners with % of ownership greater than 20%:

| <u>Name</u> | <u>% of ownership</u> |
|----------------------------------|-----------------------|
| <u>MSW Growth Investors, LLC</u> | <u>50%</u> |
| <u>TCW Growth Investors, LLC</u> | <u>50%</u> |
| _____ | _____ |
| _____ | _____ |

G) Applicant Business Description:

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility: _____
Applicant was formed and is managed by Argos Family Office LLC ("Argos"). Argos works frequently with Golden State Foods, which owns Kan-Pak. Argos oversees seven food processing facilities in the U.S. Argos has invested hundreds of millions of dollars in real estate projects across the U.S.

Estimated % of sales within County/City/Town/Village: 0%
Estimated % of sales outside County/City/Town/Village, but within New York State: 0%
Estimated % of sales outside New York State, but within the U.S.: 60%
Estimated % of sales outside the U.S.: 40%

(*Percentage to equal 100%) based on Penn Yan sales only

H) Estimated percentage of your total annual supplies, raw materials and vendor services are purchased from firms within County/City/Town Village: 5%

Section II: Project Description & Details

A) Physical Project Location:
105 Horizon Park Drive, Penn Yan, NY 14527

B) Detailed Description of Project (new build, renovations, and/or equipment purchases). Identify specific uses occurring within the project. Describe any and all tenants and any/all end users (This information is critical in determining project eligibility):

Applicant plans to purchase two additional sites from Finger Lakes EDC - 109 Horizon Park Drive (Tax map ID 61.36-1-2.1) and a vacant 4.04 acre site (Tax map ID 61.36-1-6). After the purchase of these two additional parcels, Applicant would like to invest in the build of a 195,000 sq ft manufacturing and distribution center and new wastewater treatment facility to support volume growth and meet regulatory compliance.

C) Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency? Yes or No

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

If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant and County/City/Town/Village?

Would not meet financial criteria to support the investment and would need to look at alternative manufacturing locations to support growth

D) Current Assessed Value of Property _____ \$3,755,035 * assessment not evaluated since Dec, 2014

| | | |
|------------------|---|-------------|
| Property Tax ID# | Located at 105 Horizon Park Drive (currently owned) | 61.44-1-2 |
| | | 61.44-1-4 |
| | | 61.36-1-2.2 |
| | To be purchased – 109 Horizon Park Drive | 61.36-1-2.1 |
| | To be purchased from Finger Lakes EDC – vacant 4.04 acre site | 61.36-1-6 |

(not required if project is for equipment purchases only)

Are utilities on Site: Water Yes _____ Electric Yes _____
Gas Yes _____ Sanitary/Storm Sewer Yes _____

E) Present legal owner of site _____ Fingerlakes Economic Corp. _____

If other than Applicant by what means will the site be acquired for this Project:

Percentage of Total Capital Costs Purchased Locally*

\$ _____

* - Locally is defined as within Yates County and surrounding Counties

Project refinancing; estimated amount

(for refinancing of existing debt only)

\$ _____

I) Sources of Funds for Project Costs:

Bank Financing:

\$ _____

Equity (excluding equity that is attributed to grants/tax credits)

\$ _____

Tax Exempt Bond Issuance (if applicable)

\$ _____

Taxable Bond Issuance (if applicable)

\$ _____

Public Sources (Include sum total of all state and federal grants and tax credits)

\$ _____

Identify each state and federal grant/credit:

\$ _____

\$ _____

\$ _____

\$ _____

Total Sources of Funds for Project Costs:

\$ TBD _____

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

If Yes, describe particulars: _____

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

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

\$ _____

Estimated Mortgage Recording Tax Exemption Benefit (product of Mortgage Amount as indicated above multiplied by 1%):

\$ _____

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

\$9,545,368

Estimated State and local Sales and Use Tax Benefit (product of 8% multiplied by the figure, above):

\$763,630

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

Real Property Tax Benefit:

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

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

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

1. Start date: acquisition of equipment or construction of facilities: April, 2019 – June, 2020
2. Estimated completion date of project: June, 2020
3. Project occupancy – estimated starting date of operations: June, 2020
4. Have construction contracts been signed? Yes or No
5. Has Financing been finalized? Yes or No

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

Employment Plan (Specific to the proposed project location):

| | Current # of jobs at proposed project location or to be relocated to project location | IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED | IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon THREE Years after Project completion | Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE Years after Project Completion ** |
|-----------------|---|--|---|--|
| Full time (FTE) | 206 | 198 | 12 | 12 |
| Part Time (PTE) | 0 | 0 | 0 | 0 |
| Total | 206 | 198 | 12 | 12 |

**** For purposes of this question, please estimate the number of FTE and PTE jobs that will be filled, as indicated in the third column, by residents of the Labor Market Area, in the fourth column. The Labor Market Area includes Yates, Seneca, Ontario, Monroe,**

Wayne, Livingston, Orleans, Genesee, Wyoming (or six other contiguous counties, including Steuben County, chosen at the Agency's discretion).

K) How many construction jobs will be created: _Unknown

| Category of Jobs to be Retained and Created | Number of Jobs Retained | Number of Jobs Created over next three years | Average Salary or Range of Salary | Average Fringe Benefits or Range of Fringe Benefits |
|---|-------------------------|--|-----------------------------------|---|
| Management | 21 | 1 | \$62,000 | \$16,700 |
| Professional | 3 | 0 | \$54,000 | \$14,500 |
| Administrative | 9 | 0 | \$36,500 | \$9,800 |
| Production | 173 | 11 | \$28,800 | \$7,800 |
| Independent Contractor | | | | |
| Other | | | | |

L) Salary and Fringe Benefits for Jobs to be Retained and/or Created:

Management (1) - \$60,000 + \$16,200 = \$ 76,200 annual

Production (11) - \$ 350,000 + \$ 94,500 = \$ 444,500 annual

M) Employment at other locations in County/City/Town/Village: (provide address and number of employees at each location):

| | Address | Address | Address |
|-----------|--------------------------------|---------|---------|
| | 74 Seneca St, Dundee, NY 14837 | | |
| Full time | 19 | | |
| Part Time | 0 | | |
| Total | 19 | | |

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

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

**** Please note that the Agency may utilize the foregoing employment projections, among other items, to determine the Financial Assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction documents may**

include a covenant by the Applicant to retain the number of jobs and create the number of jobs with respect to the Project as set forth in this Application.

Section III: Retail Questionnaire

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

Please answer the following:

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

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

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

- B. What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? _____%. If the answer is less than 33% do not complete the remainder of the retail determination and proceed to section V.

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

1. Will the project be operated by a not-for-profit corporation? Yes or No
2. Is the Project location or facility likely to attract a significant number of visitors from outside the economic development region (Rochester / Finger Lakes) in which the project will be located? Yes or No

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

3. Is the predominant purpose of the project to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the municipality within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes or No

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

4. Will the project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes or No

If yes, explain _____

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

Section IV: Inter-Municipal Move Determination

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

Will the Project 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? Yes or No

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

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

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

Within New York State Yes or No
Within County/City/Town/Village Yes or No

If Yes to either question, please, explain: _____

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

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

PILOT Estimate Table Worksheet

| Dollar Value of New Construction and Renovation Costs | Estimated New Assessed Value of Property Subject to IDA* | County Tax Rate/1000 | Local Tax Rate (Town/City/Village)/1000 | School Tax Rate/1000 |
|---|--|----------------------|---|----------------------|
| \$16,330,735 | \$10,000,000 | 6.9216 | 15.89 | 10.5936 |

*Apply equalization rate to value

| PILOT Year: | % Payment | County PILOT Amt: | Local PILOT Amt: | School PILOT Amt: | Total PILOT: | Full Tax Pmt w/o PILOT | Net Exemption: |
|-------------|-----------|-------------------|------------------|-------------------|-----------------|------------------------|-----------------|
| 1 | 0% | \$ - | \$ - | \$ - | \$ - | \$ 334,043.27 | \$ 334,043.27 |
| 2 | 0% | \$ - | \$ - | \$ - | \$ - | \$ 334,043.27 | \$ 334,043.27 |
| 3 | 0% | \$ - | \$ - | \$ - | \$ - | \$ 334,043.27 | \$ 334,043.27 |
| 4 | 0% | \$ - | \$ - | \$ - | \$ - | \$ 334,043.27 | \$ 334,043.27 |
| 5 | 0% | \$ - | \$ - | \$ - | \$ - | \$ 334,043.27 | \$ 334,043.27 |
| 6 | 10% | \$ 6,921.59 | \$ 15,889.15 | \$ 10,593.59 | \$ 33,404.33 | \$ 334,043.27 | \$ 300,638.94 |
| 7 | 20% | \$ 13,843.18 | \$ 31,778.29 | \$ 21,187.18 | \$ 66,808.65 | \$ 334,043.27 | \$ 267,234.62 |
| 8 | 30% | \$ 20,764.78 | \$ 47,667.44 | \$ 31,780.76 | \$ 100,212.98 | \$ 334,043.27 | \$ 233,830.29 |
| 9 | 40% | \$ 27,686.37 | \$ 63,556.59 | \$ 42,374.35 | \$ 133,617.31 | \$ 334,043.27 | \$ 200,425.96 |
| 10 | 50% | \$ 34,607.96 | \$ 79,445.74 | \$ 52,967.94 | \$ 167,021.64 | \$ 334,043.27 | \$ 167,021.64 |
| 11 | 60% | \$ 41,529.55 | \$ 95,334.88 | \$ 63,561.53 | \$ 200,425.96 | \$ 334,043.27 | \$ 133,617.31 |
| 12 | 70% | \$ 48,451.14 | \$ 111,224.03 | \$ 74,155.12 | \$ 233,830.29 | \$ 334,043.27 | \$ 100,212.98 |
| 13 | 80% | \$ 55,372.74 | \$ 127,113.18 | \$ 84,748.70 | \$ 267,234.62 | \$ 334,043.27 | \$ 66,808.65 |
| 14 | 90% | \$ 62,294.33 | \$ 143,002.32 | \$ 95,342.29 | \$ 300,638.94 | \$ 334,043.27 | \$ 33,404.33 |
| 15 | 100% | \$ 69,215.92 | \$ 158,891.47 | \$ 105,935.88 | \$ 334,043.27 | \$ 334,043.27 | \$ - |
| Total | | \$ 380,687.56 | \$ 873,903.09 | \$ 582,647.34 | \$ 1,837,237.99 | \$ 3,674,475.97 | \$ 1,837,237.99 |

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

Section VI: Representations, Certifications and Indemnification

**** This Section of the Application can only be completed upon the Applicant receiving, and must be completed after the Applicant receives, IDA Staff confirmation that Section I through Section V of the Application are complete.**

Richard T. Kuehne (name of CEO or other authorized representative of Applicant) confirms and says that he/she is the Authorized Representative (title) of Penn Yan Manufacturing Realty, LLC (name of corporation or other entity) named in the attached Application (the "Applicant"), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and as follows:

- A. **Job Listings:** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- B. **First Consideration for Employment:** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C. **Annual Sales Tax Filings:** In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the

Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant. Copies of all filings shall be provided to the Agency.

- D. **Employment Reports:** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization and such other information (collectively, "Employment Reports") that may be required from time to time on such appropriate forms as designated by the Agency. Failure to provide Employment Reports within 30 days of an Agency request shall be an Event of Default under the PILOT Agreement between the Agency and Applicant and, if applicable, an Event of Default under the Agent Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.
- E. The Applicant acknowledges that certain environmental representations will be required at closing. The Applicant shall provide with this Representation, Certification and Indemnification Form copies of any known environmental reports, including any existing Phase I Environmental Site Assessment Report(s) and/or Phase II Environmental Investigations. The Agency may require the Company and/or owner of the premises to prepare and submit an environmental assessment and audit report, including but not necessarily limited to, a Phase I Environmental Site Assessment Report and a Phase II Environmental Investigation, with respect to the Premises at the sole cost and expense of the owner and/or the Applicant. All environmental assessment and audit reports shall be completed in accordance with ASTM Standard Practice E1527-05, and shall be conformed over to the Agency so that the Agency is authorized to use and rely on the reports. The Agency, however, does not adopt, ratify, confirm or assume any representation made within reports required herein.
- F. The Applicant and/or the owner, and their successors and assigns, hereby release, defend and indemnify the Agency from any and all suits, causes of action, litigations, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements, fees or expenses of any kind or nature whatsoever (including, without limitation, attorneys', consultants' and experts' fees) which may at any time be imposed upon, incurred by or asserted or awarded against the Agency, resulting from or arising out of any inquiries and/or environmental assessments, investigations and audits performed on behalf of the Applicant and/or the owner pursuant hereto, including the scope, level of detail, contents or accuracy of any environmental assessment, audit, inspection or investigation report completed hereunder and/or the selection of the environmental consultant, engineer or other qualified person to perform such assessments, investigations, and audits.
- G. **Hold Harmless Provision:** The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the Agency incurred in connection with any actions required to be taken by the Agency in furtherance of the Application including the Agency's costs of general counsel and/or the Agency's bond/transaction counsel whether or not the Application, the proposed Project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and agrees that the Agency shall not be liable for and agrees to indemnify, defend, and hold the Agency harmless from and against any and all liability arising from or expense incurred by: (i) the Agency's examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the proposed Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (ii) the Agency's acquisition, construction and/or installation of the proposed Project described herein; and (iii) any further action taken by the Agency with respect to the proposed Project including, without limiting the generality of the foregoing, all causes of action and attorney's fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law and the policies of the Agency that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency, any mortgage recording tax exemption claimed by the Applicant and approved by the Agency, and/or any real property tax abatement claimed by the Applicant and approved by the Agency, in connection with the Project, may be subject to recapture and/or termination by the Agency under such terms and conditions as will be established by the Agency and set forth in transaction documents to be entered into by and between the Agency and the Applicant. The Applicant further represents and warrants that the information contained in this Application, including without limitation information regarding the amount of the New York State and local sales and use tax exemption benefit, the amount of the mortgage recording tax exemption benefit, and the amount of the real

property tax abatement, if and as applicable, to the best of the Applicant's knowledge, is true, accurate and complete.

- H. This obligation includes an obligation to submit an Agency Fee Payment to the Agency in accordance with the Agency Fee policy effective as of the date of this Application
- I. By executing and submitting this Application, the Applicant covenants and agrees to pay the following fees to the Agency and the Agency's general counsel and/or the Agency's bond/transaction counsel, the same to be paid at the times indicated:
- (i) a non-refundable \$250 application and publication fee (the "Application Fee");
 - (ii) a \$14,000.00 expense for the Agency's Counsel Fee.
 - (iii) Unless otherwise agreed to by the Agency, an amount equal to One percent (1%) of the total project costs. The FLEDC will collect its participation fee at the time of closing, based on the capital investment costs stated in this application. (Should the actual costs exceed those estimates by more than 25%, an additional fee will apply.)
 - (iv) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel and/or the Agency's bond/transaction counsel, thus note that the Applicant is entitled to receive a written estimate of fees and costs of the Agency's general counsel and the Agency's bond/transaction counsel; and (2) other consultants retained by the Agency in connection with the proposed project, with all such charges to be paid by the Applicant at the closing.
- J. If the Applicant fails to conclude or consummate the necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable proper or requested action, or withdraws, abandons, cancels, or neglects the Application, or if the Applicant is unable to find buyers willing to purchase the bond issue requested, or if the Applicant is unable to facilitate the sale/leaseback or lease/leaseback transaction, then, upon the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs incurred by the Agency in furtherance of the Application, up to that date and time, including but not necessarily limited to, fees of the Agency's general counsel and/or the Agency's bond/transaction counsel.
- K. The Applicant acknowledges and agrees that all payment liabilities to the Agency and the Agency's general counsel and/or the Agency's bond and/or transaction counsel as expressed in Sections H and I are obligations that are not dependent on final documentation of the transaction contemplated by this Application.
- L. The cost incurred by the Agency and paid by the Applicant, the Agency's general counsel and/or bond/transaction counsel fees and the processing fees, may be considered as a cost of the Project and included in the financing of costs of the proposed Project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.
- M. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). **Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.**
- N. The Applicant acknowledges that it has been provided with a copy of the Agency's Policy for Termination of Agency Benefits and Recapture of Agency Benefits Previously Granted (the "Termination and Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Termination and Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Termination and Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.
- O. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

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

- P. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
- Q. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- R. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.
- S. The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that:

- A) The FLEDC 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.
- B) Failure of the Applicant to file appropriate Sales Tax and Employment reports will result in the revocation of tax benefits and require repayment of benefits previously claimed.

STATE OF MISSOURI)
COUNTY OF ~~YATES~~ ST. LOUIS) ss.:

Richard T. Kuehnle, being first duly sworn, deposes and says:

- 1. That I am the Authorized Representative of Penn Yan Manufacturing Realty, LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
- 2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

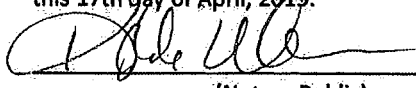


(Signature of Officer)

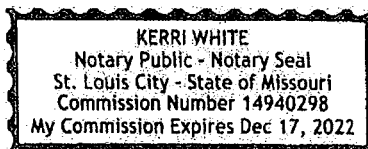
4/17/19

(Date)

Subscribed and affirmed to me under penalties of perjury
this 17th day of April, 2019.



(Notary Public)



(Notary Public)

This Application should be submitted with:

- A) A \$250 Application fee to: Finger Lakes Economic Development Center
 One Keuka Business Park
 Penn Yan, New York 14527
 (Attn: CEO).
- B) A certificate of insurance as follows:
1. Worker's Compensation Insurance (FLEDC named as additional insured).
 2. General Liability Insurance with limits not less than \$1,000,000 per occurrence /accident and a blanket excess liability not less than \$3,000,000 (FLEDC named as additional insured).
 3. Insurance against loss/damage by fire, lightning or other casualties with a uniform standard extended coverage endorsement in an amount not less than the full replacement value of the Facility. (FLEDC named as named insured).

The FLEDC encourages the use of Yates County contractors/suppliers and asks that they be allowed to bid your project!