CITY OF NEWBURGH INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION

IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for
financing and other assistance from City of Newburgh Industrial Development Agency. These answers will also be used in the preparation of
papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your
firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project.
This application is subject to acceptance by the Agency.

 TO: City of Newburgh Industrial Development Agency 83 Broadway, 3rd Floor PO Box 1298 Newburgh, New York 12551 Attention: Chairman

This application by applicant respectfully states:

APPLICANT: The Foundry P	hase 3, LP	
APPLICANT'S STREET ADD	DRESS:	
CITY: Newburgh	STATE: NY	ZIP CODE: 12550
PHONE NO.:	FAX NO.: N/A	E-MAIL:

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION: Andrew L. Schrijver, Jacob Chai, John W. Furst, Esq. & Michelle F. Rider, Esq.

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

NAME OF FIRM: Catania, Mahon & Rider, PLLC

NAME OF ATTORNEY: Michelle F. Rider, Esq. & John W. Furst, Esq.

ATTORNEY'S STREET ADD	RESS: One Corwin Court	
CITY: Newburgh	STATE: NY	ZIP CODE: 12550
PHONE NO.: 845-565-1100	FAX NO.: 845-565-1999	E-MAIL: mrider@cmrlaw.com &
jfurst@cmrlaw.com		

NOTE: PLEASE READ THE INSTRUCTIONS ON PAGE 2 BEFORE FILLING OUT THIS APPLICATION.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application and the summary contain sufficient information upon which to base a decision whether to approve or tentatively approve an action.

2. 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").

3. If an estimate is given as the answer to a question, put "(est)" after the figure or answer which is estimated.

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

5. When completed, return two (2) copies of this application to the Agency at the address indicated on the first page of this application.

6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form concerning the Project which is the subject of this application.

7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. 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 the Public Officers Law.

8. The applicant will be required to pay to the Agency all 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 Agency's bonds issued to finance the project). The applicant will also be expected to pay all costs incurred by general counsel and bond counsel/special counsel to the Agency. The costs incurred by the Agency, including the Agency's general counsel and bond counsel, may be considered as a part of the project and included as a part of the resultant bond issue.

9. The Agency has established an application fee of Two Hundred Fifty Dollars (\$1000) to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.

10. The Agency has established a project fee for each project in which the Agency participates. UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.

FOR AGENCY USE ONLY

1.	Project Number	
2.	Date application Received by Agency	, 2021
3.	Date application referred to attorney for review	, 2021
4.	Date copy of application mailed to members	, 2021
5.	Date notice of Agency meeting on application posted	, 2021
6.	Date notice of Agency meeting on application mailed	, 2021
7.	Date of Agency meeting on application	, 2021
8.	Date Agency conditionally approved application	, 2021
9.	Date scheduled for public hearing	, 2021
10.	Date Environmental Assessment Form ("EAF") received	, 2021
11.	Date Agency completed environmental review	, 2021
12.	Date of final approval of application	, 2021

SUMMARY OF PROJECT

Applicant: The Foundry Phase 3, LP

Contact Person: Andrew L. Schrijver

Phone Number:

Occupant: 59 Multifamily Lease Holders

Project Location: Newburgh, NY

Approximate Size of Project Site: 76,841 Gross SF +/-

Description of Project: The Foundry Phase 3, LP is developing a shell structure into 59 condominium units that it plans to rent as multifamily apartments for at least five years. The project will consist of approximately 22 one bedroom units, 34 two bedroom units, and 3 three bedroom units. The Foundry Phase 3, LP has additionally brought on a well-known, local build partner, AHC, LLC, to convert the shell into units that will ultimately receive a certificate of occupancy.

Type of Project:	Manufacturing		Warehouse/Distribution
Type of Project.	 Commercial X Other - Specify: Commercial Residential 		Not-For-Profit
Employment Impact:	Existing Jobs: 0		
	New Jobs: See page 5.		
Project Cost:			
Type of Financing:	Tax-Exempt	X Taxable	Straight
Lease Amount of Bone	ds Requested: \$	N/A	

Estimated Value of Tax-Exemptions:

N.Y.S. Sales and Compensating Use Tax:	\$ 487,500 (est)
Mortgage Recording Taxes:	\$ 300,000 (est)
Real Property Tax Exemptions:	\$ 531,045 (est)
Other (please specify):	N/A

Provide estimates for the following:

Number of Full Time Employees at the Project Site before IDA Status: 0_

Estimate of Jobs to be Created:

<u>Year 1</u> Full Time: 1 (est) Part Time: 7 (est)

Year 2 & 3 Full Time: 212 (est) Part Time: 7 (est)

Year 4 & onwards Full Time: 1-2 (est)

Estimate of Jobs to be Retained: 1-2 (est)

Average Estimated Annual Salary of Construction Jobs to be Created: \$45,658 (est)

Annualized Salary Range of Construction Jobs to be Created: \$30,000 - \$75,000 (est)

Estimated Average Annual Salary of Jobs to be Retained: \$50,000-\$100,000 (est)

11. <u>INFORMATION CONCERNING THE PROPOSED OCCUPANT OF THE PROJECT</u> (HEREINAFTER, THE "COMPANY").

- A. Identity of Company:
 - 1. Company Name: The Foundry Phase 3, LP

Present Address:

Zip Code: 12250

Employer's ID No .: N/A

2. If the Company differs from the Applicant, give details of relationship:

59 lease holders will reside in property owned and managed by the applicant.

- 3. Indicate type of business organization of Company:
 - a.
 Corporation.
 - If so, incorporated in what country?
 - · What State?
 - Date Incorporated; Type of Corporation?
 - · Authorized to do business in New York? Yes ; No .
 - b. [X]Partnership.
 - If so, indicate type of partnership Limited Partnership ;
 - Number of general partners 5;
 - Number of limited partners N/A subject to change
 - c. □ Limited Liability Company:
 - If so, formed in What State?
 - Date Formed:
 - Authorized to do business in New York State? Yes ; No
 - d. □Sole proprietorship.
- 4. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? If so, indicate name of related organization(s) and relationship:
 - No

- C. Management of Company (Applicant):
 - 1. List all owners, officers, members, directors and partners (complete all columns for each person):

NAME AND HOME ADDRESS	OFFICE HELD	OTHER PRINCIPAL BUSINESS
Andrew L. Schrijver	Partner	Managing Member of Attic Labs LLC
Michael Engels	Partner	Principal at Kiwi Properties, LP
Jacob Chai	Partner	Chief of Staff to the CEO at Common Living Inc.
Eric Edelman	Partner	Vice President of Product at Common Living Inc.
Keith Libolt	Partner	Managing Member of AHC, LLC

- 2. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes ; No X .
- 3. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes ; No X .
- 4. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes ; No X .
- 5. If the answer to any of questions 2 through 4 is yes, please, furnish details in a separate attachment.
- D. Principal owners of Company:
 - 1. Is Company publicly held? Yes ; No X . If yes, please list exchanges where stock traded:

N/A

2. If no, list all stockholders having a 5% or more interest in the Company:

NAME	ADDRESS	PERCENTAGE OF HOLDING
Andrew L. Schrijver		
Michael Engels		

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Jacob Chai	
Eric Edelman	
Keith Libolt	

E. Company's principal bank(s) of account: TBD

II. DATA REGARDING PROPOSED PROJECT.

A. Description of the Project: (Please provide a brief narrative description of the Project.)

The Foundry Phase 3, LP is converting a structure that once served as a foundry into 59 residential units to be rented as multifamily apartments. Presently, the structure is an unoccupied shell. The Foundry Phase 3, LP has partnered with AHC, LLC, a widely respected local builder, to convert the shell into units that will ultimately receive a certificate of occupancy.

- B. Location of the Project:
 - 1. Street Address: 43-45 Edward Street
 - 2. City of Newburgh
 - 3. County of Orange
- C. Description of the Project site:
 - 1. Approximate size (in acres or square feet) of the Project site:

THE FOUNDRY AT WASHINGTON PARK CONDO (LAND): 80,000 SF +/-

PHASE 1 & 2 BUILDING(S) GROSS: 70,000 SF +/-

PHASE 3 BUILDING GROSS: 76,841 SF +\-

TOTAL BUILDING GROSS: 146,841 SF +\-

Is a map, survey or sketch of the Project site attached? Yes X ; No .

See attached: Addendum - Survey Tax Map - Section 58 Block 1 Lot 1

- 2. Are there existing buildings on the Project site? Yes X ; No .
 - a. If yes, indicate the number of buildings on the site: 1 . Also, please briefly identify each existing building and indicate the approximate size (in square feet) of each

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such existing building:

The project is part of a factory-complex residential-conversion that is roughly half complete (61/120 units). The residential complex was designed to be developed in phases. Phase I (27 units) and II (34 units + 70~ parking spaces) are completed. Applicant is developing Phase III (59 units + 21~ parking spaces). Phases 1, 2, and 3 comprise an entire factory complex of contiguous buildings located on a single property tax lot.

b. Are the existing buildings in operation? Yes ; No X. If yes, describe present use of present buildings:

Phases I and II at the subject site were completed by two different developers and are presently occupied by residents. The 3rd and most recent developer to engage the project purchased Phase III in 2005 and made partial improvements, but was unable to complete the project.

Are the existing buildings abandoned? Yes ; No X. About to be abandoned? Yes ; No X. If yes, describe:

The undeveloped units in Phase III are unfinished and the current owner/developer is selling these units in a block as part of a bankruptcy proceeding.

c. Attach a photograph of present buildings.

See Attached: Addendum - Project Photos

3. Utilities serving the Project site:

Water-Municipal: City of Newburgh Other (describe) Sewer-Municipal: City of Newburgh Other (describe) Electric-Utility: Central Hudson Other (describe): Heat-Utility: Central Hudson Other (describe):

- 4. Present legal owner of the Project site: Foundry Development Group LLC
 - a. If the Company owns the Project site, indicate date of purchase: N/A 20____; purchase price: \$

b. If Company does not own the Project site, does Company have an option signed with the owner to purchase the Project site? Yes X ; No_. If yes, indicate date option signed with the owner:

Date Option Signed: 11/04/2020 Date Option Expires: 120 days from 11/04/2020 or anytime thereafter that is reasonably practicable

c. If the Company does not own the Project site, is there a relationship legally or by common control between the Company and the present owner of the Project site?
 Yes ; No X . If yes, describe;

N/A

5. a. Zoning District in which the Project site is located:

Downtown Neighborhood (DN)

b. Are there any variances or special permits affecting the Project site? Yes ; No X. If yes, list below and attach copies of all such variances or special permits:

D. Description of Proposed Construction:

1. Does part of the Project consist of the acquisition or construction of a new building or buildings? Yes ; No X . If yes, indicate number and size of new buildings:

N/A

2. Does part of the Project consist of additions and/or renovations to existing buildings located on the Project site? Yes X; No . If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation:

The project consists of completing the construction/renovation of the 59 residential condominium units and 21 parking spaces in two attached structures that comprise Phase 3 which is 76,841 SF. See below breakdown.

		Total		Resi	dential	Parking / Storage		rage
Floor	GSF	Net SF	Eff.	Gross	Net SF	Parking	Stalls	Storage
4	25,150	23,180	92%	25,150	23,180	0	0	0
3	18,150	16,180	89%	18,150	16,110	0.0	0	0
2	6,571	4,505	69%	6,571	4,505	0	0	0
1	18,150	16,110	89%	18,150	16,110	0	0	0
Р	8,820	-	n/a	0	0	8,820	21	4,000
Total	76,841	59,975	78.05%	68,021	59,905	8,820	21	4,000

See Attached: Addendum - Architectural Drawings.

3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed, or expanded:

The principal use of the building will be residential.

- E. Description of the Equipment:
 - Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")? Yes X ; No
 If yes, describe the Equipment:

A centralized or decentralized heating and cooling system will be required for the units to maintain an appropriate temperature, in addition to Fire and Life Safety systems. Kitchen appliances will be installed in each unit, and laundry facilities will include washers and dryers.

2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes ; No X . If yes, please provide detail:

N/A

3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed:

See above E-1.

F. Project Use:

1. What are the principal products to be produced at the Project?

N/A

2. What are the principal activities to be conducted at the Project?

To provide residential living quarters and revitalize a blighted urban neighborhood. See Beckmann Appraisals, Inc. - Document.

 Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes_; No X . If yes, please provide detail:

N/A

4. If the answer to question 3 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project?

N/A

- 5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:
 - a. Will the Project be operated by a not-for-profit corporation? Yes ; No . If yes, please explain:

N/A

b. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes ; No X. If yes, please explain:

N/A

c. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York? Yes ; No . If yes, please explain:

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d. 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 city, town, or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes ; No X. If yes, please provide detail:

N/A

e. Will the Project be located in one of the following: (i) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (ii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? Yes X ; No . If yes, please explain:

Address: 43-45 EDWARD ST, NEWBURGH, NY, 12550 MSA/MD Code: 39100 State Code 36 County Code: 071 Tract Code: 0005.01 MSA/MD Name: POUGHKEEPSIE-NEWBURGH-MIDDLETOWN, NY State Name: NEW YORK County Name: ORANGE COUNTY

Poverty Rate: 25.4% (ACS 2019 - 5 Year) Public Assistance Rate: 41.1% (ACS 2019 - 5 Year)

Unemployment Rate: 9.7% (NYS DOL - DECEMBER 2019) State Unemployment Rate: 8.1% (NYS DOL - DECEMBER 2019)

6. If the answers to any of subdivisions c. through e. of question 5 is yes, 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 X ; No . If yes, please explain:

N/A

See attached Beckmann Appraisals, Inc. - Document regarding the effect on employment from the project. In addition to the estimated 1 Full Time employee of the applicant, there will be an estimated 7 Part Time design/consultant jobs, an estimated 76 direct/construction Full Time jobs, and an estimated 135 supplier and induced Full Time jobs.

7. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes ;No . If yes, please explain:

N/A

 Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes ; No . If yes, please provide detail:

N/A

- 9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project:
 - a. Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry? Yes ; No . If yes, please provide detail:

N/A

b. Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes ; No . If yes, please provide detail:

N/A

10. Will the Project be owned by a not-for-profit corporation? Yes ; No X . If yes, please provide detail:

N/A

11. If the answer to question 10 is yes, indicate whether any of the following apply to the

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Project:

a. Is the Project a housing facility primarily designed to be occupied by individuals 60 years of age or older? Yes ; No X . If yes, please explain:

N/A

b. Is the Project a dormitory for an educational institution? Yes ; No X . If yes, please explain:

N/A

 c. Is the Project a facility as defined in Article 28 of the Public Health Law? Yes ; No X . If yes, please explain:

N/A

12. If the answer to any of the questions contained in question 11 is yes, indicate whether the cost of the Project will exceed \$20 million. Yes ; No . If yes, please provide detail:

N/A

Will the Project be sold or leased to a municipality? Yes ; No X . If yes, please provide detail:

N/A

Project Status:

14. If the Project includes the acquisition of any land or buildings, have any steps been taken toward acquiring the same? Yes X ; No . If yes, please discuss in detail the approximate stage of such acquisition:

On 11/04/2020, The Foundry Phase 3, LP entered into a purchase agreement with Foundry Development Group LLC (the "Seller") pursuant to an auction as part of the Seller's bankruptcy proceeding. The purchase agreement provided The Foundry Phase 3, LP with the option to purchase the land and building for \$3,175,000.

15. If the Project includes the acquisition of any Equipment, have any steps been taken toward acquiring the same? Yes ; No X . If yes, please discuss in detail the approximate stage of such acquisition:

N/A

16. If the Project involves the construction or reconstruction of any building or other improvement, has construction work on any such building or improvement begun? Yes X ; No . If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.:

The overall building structure is in sound condition. The building shell, which is composed of two-foot-thick walls, is in excellent condition as 95% of the exterior of the masonry walls have been repointed. To date, all demolition of previous interior building sections and trade fixtures is complete. All excavation, leveling, and environmental remediation has been completed to the satisfaction of previous environmental experts who reported on the property. Previous ownership also poured footings, a multi-level slab-on-grade, retaining wall and elevator pit at the Parking Garage and 1st Floor levels. For the portion of the 1st Floor level located above the Parking Garage, structural steel framing and a 4" suspended slab on q-deck were installed. The second through fourth floor engineered structural wood framing/diaphragm is complete and individual unit rough carpentry framing is 70% complete. One of the two stairwell structural framing assemblies has been completed. Electrical, plumbing and mechanical systems are 20% complete. A new roof was installed, protecting all interior work completed to-date.

The Foundry Phase 3, LP intends to complete the balance of the work required to obtain a certificate of occupancy and lease up the units. (See Addendum-Project Photos & Addendum - Architectural Drawings).

17. Please indicate amount of funds expended on the Project by the Company in the past three (3) years and the purposes of such expenditures:



18. Please indicate the date the applicant estimates the Project will be completed:

Summer / Fall 2023

1. Method of Construction after Agency Approval:

1. If the Agency approves the project which is the subject of this application, there are two methods that may be used to construct the project. The applicant can construct the project privately and sell the project to the Agency upon completion. Alternatively, the applicant can request to be appointed as "agent" of the Agency, in which case certain laws applicable to public construction may apply to the project. Does the applicant wish to be designated as "agent" of the Agency for purposes of constructing the project? Yes X; No

For purposes of sales tax and mortgage recording tax exemptions.

2. If the answer to question 1 is yes, does the applicant desire such "agent" status prior to the closing date of the financing? Yes X ; No .

III. INFORMATION CONCERNING LEASES OR SUBLEASES OF THE PROJECT. (PLEASE COMPLETE THE FOLLOWING SECTION IF THE COMPANY INTENDS TO LEASE OR SUBLEASE ANY PORTION OF THE PROJECT).

A. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes X; No . If yes, please complete the following for each existing or proposed tenant or subtenant:

There will be 59 lessees for this residential community.

B. What percentage of the space intended to be leased or subleased is now subject to a binding written lease or sublease?

N/A

V. EMPLOYMENT IMPACT.

A. Indicate the number of people presently employed at the Project site and the additional number that will be employed at the Project site at the end of the first and second years after the Project has been completed, using the tables below for (1) employees of the Applicant, (2) independent contractors, and (3) employees of independent contractors. (Do not include construction workers). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding relocated positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

TYPE OF EMPLOYMENT Employees of Applicant						
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals	
First Year Full Time	1*				1*	
First Year Part Time						
First Year Seasonal						
Second Year Full Time	1*				1*	
Second Year Part Time						
Second Year Seasonal						
Third Year Full Time	1*				1*	
Third Year Part Time						
Third Year Seasonal						
*#s are estimates						

TYPE OF EMPLOYMENT Design Professionals/Consultants						
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals	
First Year Full Time						
First Year Part Time	2*	2*	3*		7*	
First Year Seasonal						
Second Year Full Time						
Second Year Part Time	2*	2*	3*		7*	
Second Year Seasonal						
Third Year Full Time						
Third Year Part Time	2*	2*	3*		7*	
Third Year Seasonal						
*#s are estimates						

TYPE OF EMPLOYMENT Direct/Construction Jobs					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
First Year Full Time					
First Year Part Time					
First Year Seasonal					
Second Year Full Time	1*	25*	33*	17*	76*
Second Year Part Time					
Second Year Seasonal					
Third Year Full Time	1*	25*	33*	17*	76*
Third Year Part Time					
Third Year Seasonal					
*#s are estimates					

TYPE OF EMPLOYMENT Supplier & Induced Jobs					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
First Year Full Time					
First Year Part Time					
First Year Seasonal					
Second Year Full Time	6*	20*	41*	68*	135*
Second Year Part Time					
Second Year Seasonal					
Third Year Full Time	6*	20*	41*	68*	135*
Third Year Part Time					
Third Year Seasonal					
*#s are estimates					

B. Indicate below (1) the estimated salary and fringe benefit averages or ranges and (2) the estimated number of employees residing in the Orange County Economic Development Region for all the jobs at the Project site, both retained and created, listed in the tables described in subsection A above for each of the categories of positions listed in the chart below.

RELATED EMPLOYMENT INFORMATION				
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled
Estimated Salary and Fringe Benefit Averages or Ranges	75,001-120,000*	45,001-75,000*	35,001-45,000*	30,000-35,000*
Estimated Number of Employees Residing in the Orange County Economic Development Region	All*	All*	All*	All*
*#s are estimates				

C. Please describe the projected timeframe for the creation of any new jobs with respect to the undertaking of the Project:

Certain Part Time design professional and consultant (historic, environmental, ect.) jobs will be created immediately once the project is acquired.

The balance of Full Time jobs (direct/construction, supplier, and induced) will be created once the construction phase begins, approximately 1 year at most from the date the project is acquired.

D. Please prepare a separate attachment describing in detail the types of employment at the Project site. Such attachment should describe the activities or work performed for each type of employment.

See attached Beckmann Appraisals, Inc. - Document regarding the effect on employment from the project.

VI. PROJECT COST.

A. <u>Anticipated Project Costs</u>. State the costs reasonably necessary for the acquisition of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

Description of Cost	Amount
Land purchase	
Building purchase	
Previous improvements purchase	
Building Improvements / hard costs including contingency	
Sourcing fee	
Misc. closing costs	
FF&E	
Utilities, roads and appurtenant costs	
Architects, Engineering, and other Professional Fees	
Bridge & Acquisition loan fees and interest	
Construction loan fees & interest	
Other (specify)	
Permitting & Inspections	
Appraisal & Environmental Analysis	
Title/Recording, Survey & Insurance	
Real Estate Legal	
Soft cost contingency	Sector Se

HTC Transaction and Closing Costs	
Property Taxes & Utilities	
Operating Reserve	
TOTAL PROJECTS COSTS	
*#s are estimates	

B. <u>Anticipated Project Financing Sources</u>. State the sources reasonably necessary for the financing of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categorie

Description of Sources	Amount
Private Sector Financing	
Public Sector	
Federal Programs	
State Programs	
Local Programs	
Applicant Equity	
Other (Specify e.g. tax credits)	
Construction Financing	
Federal Historic Tax Credit Equity	
NY State Historic Tax Credit Equity	Responsed to the second se
Total Amount of Project Financing Sources	5
*#s are estimates	

C.	Have any of the above expenditures already been made by the applicant?
	Yes X ; No . If yes, indicate particulars.

To date, \$200,000 has been spent on pre-development by the applicant.

- D. Amount of loan requested: N/A Maturity requested: N/A years.
- E. Has a commitment for financing been received as of this application date, and if so, from whom?

Yes ; No X. Institution Name:

Provide name and telephone number of the person we may contact.

Name:

•

F. The percentage of Project costs to be financed from public sector sources is estimated to equal the following:

Phone:

0%

G. The total amount estimated to be borrowed to finance the Project is equal to the following:

Type of Financing	Amount	
Acquisition Financing:		
Construction Financing:		
Permanent Financing:		
Total:		
*#s are estimates		

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VII. FINANCIAL ASSISTANCE EXPECTED FROM THE AGENCY.

A. Financing

- 1. Is the applicant requesting that the Agency issue bonds to assist in financing the project? Yes ; No X. If yes, indicate:
- a. Amount of loan requested: Dollars;
- b. Maturity requested: Years.
- 2. If the answer to question 1 is yes, is the interest on such bonds intended to be exempt from federal income taxation? Yes ; No .
- 3. If the answer to question 2 is yes, will any portion of the Project be used for any of the following purposes:
 - a. retail food and beverage services: Yes ; No
 - b. automobile sales or service: Yes ; No
 - c. recreation or entertainment: Yes ; No
 - d. golf course: Yes ; No
 - e. country club: Yes ; No
 - f. massage parlor: Yes ; No
 - g. tennis club: Yes ; No
 - h. skating facility (including roller skating, skateboard and ice skating): Yes ; No
 i. racquet sports facility (including
 - handball and racquetball court): Yes ; No hot tub facility: Yes : No
 - j. hot tub facility: Yes ; No k. suntan facility: Yes ; No
 - I. racetrack: Yes : No
 - I. racetrack: Yes ; No
- 4. If the answer to any of the above questions contained in question 3 is yes, please furnish details on a separate attachment.

B. Tax Benefits.

 Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency? Yes X; No. If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy? Yes X; No.

See attached: January 11, 2021 - Letter from Michelle Rider.

2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes X ; No . If yes, what is the approximate amount of financing to be secured by mortgages?

Type of Financing	Amount
Acquisition Financing:	
Construction Financing:	
Permanent Financing:	
Total:	
*#s are estimates	

- 3. Is the applicant expecting to be appointed agent of the Agency for purposes of avoiding payment of N.Y.S. Sales Tax or Compensating Use Tax? Yes X ; No . If yes, what is the approximate amount of purchases which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? \$6,000,000 (est).
- 4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of each exemption.

a.	N.Y.S. Sales and Compensating Use Taxes:	\$ 487,500 (est)
b.	Mortgage Recording Taxes:	\$ 300,000 (est)
c.	Real Property Tax Exemptions:	\$ 531,045 (est)
d.	Other (please specify):	
	· · · · ·	\$ N/A

5. Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency's Uniform Tax-exemption Policy? Yes ; No X . If yes, please explain how the request of the applicant differs from the Agency's Uniform Tax- Exemption Policy:

See attached: January 11, 2021 - Letter from Michelle Rider.

C. <u>Project Benefit Information</u>. Complete the attached Cost/Benefit Analysis so that the Agency can perform a cost/benefit analysis of undertaking the Project. Such information should consist of a list and detailed description of the benefits of the Agency undertaking the Project (e.g., number of jobs created, types of jobs created, economic development in the area, etc.).

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Such information should also consist of a list and detailed description of the costs of the Agency undertaking the Project (e.g., tax revenues lost, buildings abandoned, etc.).

VIII. <u>REPRESENTATIONS BY THE APPLICANT</u>. The applicant understands and agrees with the Agency as follows:

A. <u>Job Listings</u>. 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"), as replaced by the Workforce Investment Act of 1998 (Public Law 105-220), in which the Project is located.

B. <u>First Consideration for Employment</u>: 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. <u>Annual Sales Tax Filings</u>: 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.

D. <u>Annual Employment Reports</u>. 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, on an annual basis, reports regarding the number of people employed at the Project site, including (1) the NYS-45 – Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return – for the quarter ending December 31 (the "NYS-45"), and (2) the US Dept. of Labor BLS 3020 Multiple Worksite report if applicable.

E. <u>Uniform Agency Project Agreement</u>. The applicant agrees to enter into a project benefits agreement with the Agency where the applicant agrees that (1) the amount of Financial Assistance to be received shall be contingent upon, and shall bear a direct relationship to the success or lack of success of such project in delivering certain described public benefits (the "Public Benefits") and (2) the Agency will be entitled to recapture some or all of the Financial Assistance granted to the applicant if the project is unsuccessful in whole or in part in delivering the promised Public Benefits.

F. <u>Representation of Financial Information</u>. Neither this Application nor any other agreement, document, certificate, project financials, or written statement furnished to the Agency or by or on behalf of the applicant in connection with the project contemplated by this Application contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements contained herein or therein not misleading. There is no fact within the special knowledge of any of the officers of the applicant which has not been disclosed herein or in writing by them to the Agency and which materially adversely affects or in the future in their opinion may, insofar as they can now reasonably foresee, materially adversely affect the business, properties, assets or condition, financial or otherwise, of the applicant.

G. <u>Agency Financial Assistance Required for Project</u>. The Project would not be undertaken but for the Financial Assistance provided by the Agency or, if the Project could be undertaken without the Financial Assistance provided by the Agency, then the Project should be undertaken by the Agency for the following reasons:

H. <u>Compliance with Article 18-A of the General Municipal Law</u>: The Project, as of the date of this Application, is in substantial compliance with all provisions of article 18-A of the General Municipal including, but not limited to, the provisions of Section 859-a and subdivision one of Section 862; and the provisions of subdivision one of Section 862 of the General Municipal Law will not be violated if Financial Assistance is provided for the Project.

1. <u>Compliance with Federal, State, and Local Laws</u>. The applicant is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.

J. <u>False or Misleading Information</u>. The applicant understands 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 exemptions claimed by reason of Agency involvement in the Project.

K. <u>Absence of Conflicts of Interest</u>. The applicant acknowledges that the members, officers and employees of the Agency are listed on the Agency's website. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

L. <u>Additional Information</u>. Additional information regarding the requirements noted in this Application and other requirements of the Agency is included on the Agency's website which can be accessed at https://www.cityofnewburgh-ny.gov/industrial-development-agency.

I affirm under penalty of perjury that all statements made on this application are true, accurate, and complete to the best of my knowledge.

Applicant

By: Andrew L. Schrijver

Title: Partner, The Foundry Phase 3, LP

NOTE: APPLICANT MUST ALSO COMPLETE THE APPROPRIATE VERIFICATION APPEARING ON PAGES 28 THROUGH 31 HEREOF BEFORE A NOTARY PUBLIC <u>AND</u> MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 33.

VERIFICATION

(If applicant is partnership)

STATE OF NEW YORK, COUNTY OF ORANGE

)) SS.:)

Andrew L. Schrijver, deposes and says that he is one of the (Name of Individual) members of the firm of The Foundry Phase 3,

The Foundry Phase 3, LP, the partnership named in the attached (partnership name)

application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his 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 duties as a member of and from the books and papers of said partnership.

Sworn to before me this S day of February, 2021.

Notary Public

JOHN W. FURST Notary Public, State of New York No. 02FU6042001 Orabilied in Orange County Commission Expires 5/15/20

HOLD HARMLESS AGREEMENT

Applicant hereby releases City of Newburgh Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") from, 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 (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. 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 Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

Andrew L. Schrijver, Partner, The Foundry Phase 3, LP

(Applicant)

BY:

Sworn to before me this 32 day of 39 (reb(, 2021.

Notary Public

JOHN W. FURST Notary Public, Slate of New York No. 02FU5042001 Outalified in Orange County Commission Expires 5/15/20

TO:	Project Applicants
FROM:	City of Newburgh Industrial Development Agency
RE:	Cost/Benefit Analysis

In order for the City of Newburgh Industrial Development Agency (the "Agency") to prepare a Cost/Benefit Analysis for a proposed project (the "Project"), the Applicant must answer the questions contained in this Project Questionnaire (the "Questionnaire") and complete the attached Schedules. This Questionnaire and the attached Schedule will provide information regarding various aspects of the Project, and the costs and benefits associated therewith.

This Questionnaire must be completed before we can finalize the Cost/Benefit Analysis, please complete this Questionnaire and forward it to us at your earliest convenience.

PROJECT QUESTIONNAIRE

1. Name of Project Beneficiary ("Company"):	The Foundry Phase 3, LP
2. Brief Identification of the Project:	43-45 Edward Street, Phase III of The Foundry at Washington Park
3. Estimated Amount of Project Benefits Sought:	
A. Amount of Bonds Sought:	\$ N/A
B. Value of Sales Tax Exemption Sought	\$487,500 (est)
C. Value of Real Property Tax Exemption Sought	\$531,045(est)
D. Value of Mortgage Recording Tax Exemption	
Sought	\$300,000 (est)
4. Likelihood of accomplishing the Project in a	Highly likely, because The Foundry Phase 3,
timely fashion:	LP has formed a strategic partnership with
	AHC, a well-respected developer and builder
	with comparable experience working on
	historic factory adaptive reuse projects.

PROJECTED PROJECT INVESTMENT

A.	Land-Related Costs	
1.	Land acquisition	
2.	Site preparation	
3.	Landscaping	
4.	Utilities and infrastructure development	-
5.	Access roads and parking development	
6.	Other land-related costs (describe)	
B.	Building-Related Costs	
1.	Acquisition of existing structures	
2.	Renovation of existing structures	
3.	New construction costs	
4.	Electrical systems	
5.	Heating, ventilation and air conditioning	2
6.	Plumbing	

7.	Other building-related costs (describe)	included
0	Mashingmu and Equipment Costs	
C.	Machinery and Equipment Costs	٩
1.	Production and process equipment	s c
2.	Packaging equipment	ۍ د
3.	Warehousing equipment	C 2
4.	Installation costs for various equipment	\$ \$ \$ \$ \$ \$
5.	Other equipment-related costs (describe)	3
D.	Furniture and Fixture Costs	
1.	Office furniture	S
2.	Office equipment	\$
3.	Computers	2
4.	Other furniture-related costs (describe)	
E.	Working Capital Costs	
1.	Operation costs	\$
2.	Production costs	\$
3.	Raw materials	S
4.	Debt service	\$ \$ \$
5.	Relocation costs	S
6.	Skills training	
7.	Other working capital-related costs (describe)	S
F.	Professional Service Costs	
1.	Architecture and Engineering, and Other Professional Fees	and the states of
2.	Accounting/legal	Casallan
G.	Other Costs	
1	Sourcing Fee	Se manufactores
2	Other: Misc. Closing Costs	Comments .
3.	Bridge & Acquisition Loan Fees	
4.	Construction Loan Fees & Interest	Carrieros
5.	Permitting & Inspections	Canada
6.	Appraisal & Environmental Analysis	Contervation
7.	Title, Survey & Insurance	Canadia
8.	Soft Cost Contingency	Contradition P
9.	HTC Transaction and Closing Costs	C.
	Property Taxes & Utilities	9
	Operating Reserve	<u> </u>
H.	Summary of Expenditures	
1.	Total Land-Related Costs	
2.	Total Building-Related Costs	Contraction

3.	Total Machinery and Equipment Costs	\$
4.	Total Furniture and Fixture Costs	
5.	Total Working Capital Costs	\$
6.	Total Professional Service Costs	
7.	Total Other Costs	

PROJECTED CONSTRUCTION EMPLOYMENT IMPACT

 Please provide estimates of total construction jobs and the total annual wages and benefits of construction jobs at the Project:

Year	Number of Construction Jobs	Total Annual Wages and Benefits	Estimated Additional NYS Income Tax
Current Year			
Year 1			
Year 2	76 (est)	\$2,800,000 (est)	\$180,000 (est)
Year 3	76 (est)	\$2,800,000 (est)	\$180,000 (est)
Year 4		S	\$
Year 5		S	S

PROJECTED PERMANENT EMPLOYMENT IMPACT

 Estimates of the total number of existing permanent jobs to be preserved or retained as a result of the Project are described in the tables in Section IV of the Application.

During Year 1, 2, and 3 there will be 7 Part Time Design/Consultant jobs. During Year 2 and 3 there will be 76 Direct/Construction Jobs, and 135 Supplier/Induced Jobs.

See Beckmann Appraisals, Inc. - Document.

 Estimates of the total new permanent jobs to be created by the Project are described in the tables in Section IV of the Application.

There will be 1 new Full Time employee of the applicant, as well as a potential Full Time porter.

III. Please provide estimates for the following:

A. Creation of New Job Skills relating to permanent jobs. Please complete Schedule A.

See schedule.

IV. Provide the projected percentage of employment that would be filled by City of Newburgh residents:

TBD

A. Provide a brief description of how the project expects to meet this percentage:

TBD

PROJECTED OPERATING IMPACT

I. Please provide estimates for the impact of Project operating purchases and sales:

Additional Purchases (1 st year following project completion)	\$10,000.00 (est)	
Additional Sales Tax Paid on Additional Purchases	\$815.50 (est)	
Estimated Additional Sales (1 st full year following project completion)	\$0.00 (est)	
Estimated Additional Sales Tax to be collected on additional sales (1 st full year following project completion)	\$0.00 (est)	

II. Please provide estimates for the impact of Project on existing real property taxes and new payments in lieu of taxes ("Pilot Payments"):

Year	Existing Real Property Taxes (Without IDA involvement)	New Pilot Payments (With IDA)	Total (Difference)	Projected taxes under as of right RP444-A Program	Requested Relief in comparison to as of right RP444- A Program
Year 1	\$5,802*	\$6,969	\$1,167*	\$70,851*	-\$63,882*
Year 2	\$5,918*	\$7,143	\$1,225*	\$138,101*	-\$130,958*
Year 3	\$6,036*	\$17,389	\$11,353*	\$208,670*	-\$191,281*
Year 4	\$6,157*	\$17,824	\$11,667*	\$7,505*	\$10,319*
Year 5	\$6,280*	\$18,269	\$11,989*	\$7,692*	\$10,577*
Year 6	\$6,406*	\$29,568	\$23,162*	\$7,885*	\$21,683*
Year 7	\$6,534*	\$30,307	\$23,773*	\$8,082*	\$22,225*
Year 8	\$6,665*	\$53,845	\$47,181*	\$8,284*	\$45,561*
Year 9	\$6,798*	\$55,191	\$48,393*	\$55,191*	\$0*
Year 10	\$6,934*	\$104,439	\$97,505*	\$104,439*	\$0*
Year 11	\$7,073*	\$107,050	\$99,978*	\$156,115*	-\$49,065*
Year 12	\$7,214*	\$160,018	\$152,804*	\$210,309*	-\$50,291*
Year 13	\$7,358*	\$164,018	\$156,660*	\$267,115*	-\$103,097*
Year 14	\$7,506*	\$220,956	\$213,450*	\$273,793*	-\$52,837*
Year 15	\$7,656*	\$280,638	\$272,982*	\$280,638*	\$0
Total	\$100,336*	\$1,273,625	\$1,173,289*	\$1,804,670*	-\$531,045*

III. Please provide a detailed description for the impact of other economic benefits and all anticipated community benefits expected to be produced as a result of the Project (attach additional pages as needed for a complete and detailed response):

See Beckmann Appraisals, Inc. - Document.

CERTIFICATION

I certify that I have prepared the responses provided in this Questionnaire and that, to the best of my knowledge; such responses are true, correct, and complete.

I understand that the foregoing information and attached documentation will be relied upon, and constitute inducement for, the Agency in providing financial assistance to the Project. I certify that I am familiar with the Project and am authorized by the Company to provide the foregoing information, and such information is true and complete to the best of my knowledge. I further agree that I will advise the Agency of any changes in such information, and will answer any further questions regarding the Project prior to the closing.

I affirm under penalty of perjury that all statements made on this application are true, accurate, and complete to the best of my knowledge.

Date Signed: February XX, 2021	Name of Person Completing Project Questionnaire on behalf of the Company.
	Name: Andrew L. Schrijver Title: Partner Phone #:
	Signature:

SCHEDULE A

CREATION OF NEW JOB SKILLS

Please list the projected new job skills for the new permanent jobs to be created at the Project as a result of the undertaking of the Project by the Company.

New Job Skills	Number of Positions Created	Range of Salary and Benefits	
Development Project Manager	1	\$80,000-\$100,000	
Porter	1		
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		1 	
		2 	
		1	
		•	
		1	
	4		

Should you need additional space, please attach a separate sheet.

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