



BOARD MEETING AGENDA

October 17, 2023

12:00 p.m. – CityPlace Building, 50 West Main Street, Rochester, NY 14614

- A. Call Meeting to Order
- B. Pledge of Allegiance
- C. Approval of Minutes – September 26, 2023 (p. 2)
- D. Public Comments
- E. Local Labor Monitoring Report – September 2023 - Jim Loewke (p. 8)
- F. Financial Report – September 2023 - Gregg Genovese (p. 10)
- G. Applications for Consideration
 - 1. UltraPhil, LLC (p. 11)
 - 2. Gallina Elmgrove LLC (p. 33)
 - 3. fairlife, LLC (p. 64)
- H. Project Modifications
 - 5. Tower 195, LLC - Extension (p. 128)
 - 6. Innovation Partners, Inc. – Extension (p. 134)
- I. APEX Accelerator Report – A. Vulaj Fitzsimmons (p. 140)
- J. Finance Committee Report – A. Burr
2024 Operating Budget (p. 163)
- K. Executive Session under Section 105(h) of the Public Officers Law for the purpose of discussing the proposed sale of real property – Brew Road (p. 166)
- L. Executive Director – Discussion Items
Dashboard (p. 171)
- M. Chair Burr – Discussion Items
- N. Adjourn Meeting

Next meeting: Tuesday, November 21, 2023



BOARD MEETING MINUTES
September 26, 2023

Time & Place: 12:00 p.m. at City Place

Board Present: A. Burr, T. Milne, N. Jones, J. Alloco, J. Popli, L. Bolzner

Board Absent: R. King

Also Present: A. Liss, R. Finnerty, A. Clark, K. Loewke, R. Baranello, Esq., B. Lafountain, G. Genovese

Chair Burr called the meeting to order at 12:01 p.m. and L. Bolzner led the board in the Pledge of Allegiance.

On motion by N. Jones, second by J. Alloco, all aye, minutes of the August 15, 2023 meeting were approved.

K. Loewke presented the local labor monitoring report for August 2023.

B. Lafountain presented the following verified exemptions for August 2023:

Home Leasing LLC

One exemption related to the installation / application of the gypcrete flooring product to the floors of the building at the project site in Rochester. The exemption was based on the "No local labor available..." criteria.

G. Genovese presented the financial report for August 2023.

Executive Director Liss presented the following projects for consideration:

Boyatzies, Inc.

Boyatzies, Inc. dba Interstate Battery System of Rochester is upgrading their fleet vehicles used in daily deliveries and is also making improvements to their headquarters in the Town of Henrietta. Interstate Battery is a wholesale battery distribution business. The \$115,200 project is projected to create 2 new FTEs. Boyatzies has applied for a Great Rate/Great Rebate on the equipment purchase through the Monroe County Industrial Development Corporation and is seeking approval of the sales tax exemption through COMIDA. The applicant is seeking approval of sales tax exemptions only. The Benefit/Incentive ratio is 270:1.

The applicant was represented by Bernadette Boyatzies and Jim Boyatzies, President/Owner. The applicant confirmed awareness of the local labor policy and that exemptions must be requested 45 days in advance, and does not anticipate any local labor exemptions at this time.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TO (i) APPOINT BOYATZIES, INC. D/B/A INTERSTATE BATTERY SYSTEM OF ROCHESTER OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT

COMIDA Board Meeting Minutes
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TO UNDERTAKE A CERTAIN PROJECT; (ii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT; (iii) AUTHORIZE THE EXECUTION AND DELIVERY OF A PROJECT AGREEMENT AND RELATED DOCUMENTS; AND (iv) MAKE A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA.

On motion by J. Popli, second by T. Milne for inducement and final resolution approving sales tax exemptions, a roll call vote resulted as follows and the motion carried:

J. Popli	Yea	J. Alloco	Yea
L. Bolzner	Abstain	R. King	Absent
T. Milne	Yea	A. Burr	Yea
N. Jones	Yea		

Rochester Historic Properties LLC/ Excite ROC LLC

Rochester Historic Properties LLC is proposing the renovation of the existing Inn on Broadway in the City of Rochester. The Inn on Broadway, built in 1909, is in need of upgrades in order to operate at full capacity. The building is located in a distressed census tract (23.3% unemployment rate and 42% at or below poverty level), and therefore qualifies. The applicant plans to create 4 new FTEs over three years, in addition to the 45 existing FTEs. The \$900,000 project is seeking a sales tax exemption only. The tenant, Excite Roc LLC, is seeking a sales tax exemption as well. The cost benefit ratio is 31:1

The applicant was represented by Ed Brillante, President, Dylan Lidestri, and Amy Van Dusen. The applicant confirmed awareness of the local labor policy and that exemptions must be requested 45 days in advance, and does not anticipate any local labor exemptions at this time.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TO APPOINT (i) ROCHESTER HISTORIC PROPERTIES LLC OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY") AND EXCITE ROC LLC OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "TENANT") AS ITS AGENTS TO UNDERTAKE A CERTAIN PROJECT; (ii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY AND THE TENANT IN THE FORM OF A SALES AND USE TAX EXEMPTIONS FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT; (iii) AUTHORIZE THE EXECUTION AND DELIVERY OF PROJECT AGREEMENTS AND RELATED DOCUMENTS; AND (iv) MAKE A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA.

On motion by J. Popli, second by J. Alloco for inducement and final resolution approving sales tax exemptions, a roll call vote resulted as follows and the motion carried:

J. Popli	Yea	J. Alloco	Yea
L. Bolzner	Yea	R. King	Absent
T. Milne	Yea	A. Burr	Yea
N. Jones	Yea		

PFISTERER North America, Inc

PFISTERER North America, Inc. is proposing to renovate 50,000 sq. ft. of a building in the Rochester Tech Park in the town of Gates. PFISTERER is a manufacturer of medium and high voltage connectors and jumper cables for wind generation equipment. This expansion will allow them to install state-of-the-art CNC milling equipment as well as create a training center for customers who use their products. The \$4 million project is projected to create 27 new FTEs over the next three years. The applicant is seeking approval of sales tax exemptions only. The Benefit/Incentive ratio is 119:1.

The applicant was represented by Marcus Horn, President. The applicant confirmed awareness of the local labor policy and that exemptions must be requested 45 days in advance, and does not anticipate any local labor exemptions at this time. Ms. Baranello stated there were no comments at the public hearing which was held on September 21, 2023.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON SEPTEMBER 21, 2023, WITH RESPECT TO A CERTAIN PROJECT BEING UNDERTAKEN BY PFISTERER NORTH AMERICA, INC., OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA; (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF SALES AND USE TAX EXEMPTIONS FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT; AND (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF A PROJECT AGREEMENT AND RELATED DOCUMENTS.

On motion by J. Alloco, second by L. Bolzner for inducement and final resolution approving sales tax exemptions, a roll call vote resulted as follows and the motion carried:

J. Popli	Yea	J. Alloco	Yea
L. Bolzner	Yea	R. King	Absent
T. Milne	Yea	A. Burr	Yea
N. Jones	Yea		

Horseshoe Solar Energy LLC

Horseshoe Solar Energy LLC is proposing the development of a 180 megawatt solar photovoltaic electric generation facility throughout Monroe and Livingston counties. Approximately 8.4 MW of the facility will be in Monroe County. Horseshoe Solar Energy's parent company, Invenergy LLC is North America's largest, independent, privately held renewable energy provider. This project will be subject to prevailing wage due to 224-d of the New York State Labor Law. The Town of Rush, the Rush-Henrietta School District and Monroe County have asked the IDA to provide the PILOT agreement. The applicant is seeking approval of a real property tax abatement, sales and mortgage recording tax exemptions on the \$33,417,283 Monroe County portion of the project. The entire project cost is \$422,526,066. The cost benefit ratio is 10:1.

The applicant was represented by Brandon Cottrell (Hodgson Russ LLP), Kate Millar (Invenergy). The applicant confirmed awareness of the local labor policy and that exemptions must be requested 45 days in advance, and does not anticipate any local labor exemptions at this time. Ms. Baranello stated there were comments both in favor and against the project at the public hearing which was held on September 21, 2023. All written comments and a link to the comments made at the recorded public hearing were distributed to the board.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON SEPTEMBER 21, 2023, WITH RESPECT TO A CERTAIN PROJECT BEING UNDERTAKEN BY HORSESHOE SOLAR ENERGY LLC, OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA; (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT; (B) A PARTIAL MORTGAGE RECORDING TAX EXEMPTION FOR FINANCING RELATED TO THE PROJECT, AND (C) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT ("PILOT AGREEMENT"); AND (V) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

On motion by J. Alloco, second by J. Popli for inducement and final resolution approving sales tax, mortgage recording tax exemptions and a real property tax abatement, a roll call vote resulted as follows and the motion carried:

J. Popli	Yea	J. Alloco	Yea
L. Bolzner	Yea	R. King	Absent
T. Milne	Yea	A. Burr	Yea
N. Jones	Yea		

Executive Director Liss presented the following modifications for considerations:

120 Marina Drive LLC - Increase

120 Marina Drive, LLC, a real estate holding company, is constructing a new 22,000 sq. ft. building for DiPasquale Construction, Inc and other related entities in the Town of Greece. The project was approved by the board in June 2022 for mortgage recording tax exemption, sales tax exemption as well as a real property tax abatement. The applicant is requesting an increase in project costs of \$1,200,000 due to the increases in material and labor costs. The new sales tax exemption is not to exceed \$268,000. The total project cost is now \$6,100,000.

The applicant was represented by Jason Colline, Vice President.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE TO 120 MARINA DRIVE LLC (THE "COMPANY") IN AMOUNTS EXCEEDING THE AMOUNTS PREVIOUSLY APPROVED BY THE AGENCY; AND THE EXECUTION OF RELATED DOCUMENTS.

On motion by J. Popli, second by N. Jones, nay by T. Milne, the remaining all aye, motion carried to approve an increase in project costs.

36 West Main St., LLC - Extension

36 West Main St, LLC is renovating the Executive Building (formerly known as the Power Hotel) in the City of Rochester. The \$41.9 million project is projected to retain 187 FTEs and create 24 new FTEs. In

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July 2021, the applicant was approved for sales tax exemption and mortgage recording tax exemption. The applicant is requesting an extension of the sales tax exemption through December 31, 2026 due to construction delays.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES AND USE TAX EXEMPTION BENEFITS GRANTED TO 36 WEST MAIN ST., LLC (THE "COMPANY") THROUGH DECEMBER 31, 2026, AND THE EXECUTION OF RELATED DOCUMENTS.

On motion by J. Alloco, second by L. Bolzner, all aye, motion carried to approve an extension of the sales tax exemption through December 31, 2026.

The Marketplace – PILOT Modification

The Marketplace has requested that the Agency amend the PILOT Agreement payment schedule with respect to 2024 Town of Henrietta and Monroe County tax year and the 2023-2024 Rush-Henrietta Central School District tax year for the remaining parcels that comprise the Mall. The Town and School District have each granted their respective support for the Agency and the Marketplace to amend and modify the terms of the PILOT Agreement.

The board considered the following resolution: RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE MODIFICATION OF THE EXISTING PAYMENT-IN-LIEU-OF-TAX AGREEMENT, DATED AS OF FEBRUARY 1, 2014, BY AND BETWEEN THE AGENCY AND THE MARKETPLACE WITH RESPECT TO THE PAYMENT SCHEDULE THEREUNDER AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH.

On motion by T. Milne, second by J. Popli, all aye, motion carried to amend and modify the terms of the PILOT Agreement.

The Compliance Committee Report was given by Chair Burr. The Compliance Committee met on September 6, 2023 to discuss compliance matters with respect to certain COMIDA projects. The committee received an update on the status of companies that have failed to make the required payments under their respective PILOT Agreements. The committee is recommending termination of the WBS Capital Inc. PILOT agreement. The committee reviewed the job compliance report which provides information regarding companies seeking a waiver from the job creation requirements contained in the PILOT Agreements. The committee is recommending job waivers be granted for year 2022 for 15 projects. The committee asked for additional information on the remaining 4 projects and will meet again next month to continue the discussion.

On motion by J. Popli, second by L. Bolzner, all aye, motion carried to terminate the PILOT agreement with WBS Capital Inc.

On motion by L. Bolzner, second by J. Popli, all aye motion carried to grant a waiver to the following projects, as identified by project code:

2602 12 022A, 2602 13 006A, 2602 13 045A, 2602 13 068A, 2602 15 079A, 2602 16 005A, 2602 16 031A, 2602 16 055A, 2602 17 004A, 2602 17 006A, 2602 17 010A, 2602 17 019A, 2602 17 042M, 2602 18 028M, 2602 21 050A.

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Executive Director Liss introduced Matt Hurlbutt, President/CEO of Greater Rochester Enterprise. Mr. Hurlbutt presented a request for funding support for the Economic Gardening Program. On motion by N. Jones, second by T. Milne, all aye, motion carried to approve the execution and delivery of a contract with Greater Rochester Enterprise for the Economic Gardening program in Monroe County in an amount not to exceed \$50,000 for one year.

Executive Director Liss introduced James McCauley, representing Camp Good Days & Special Times who presented a request for funding support for the Courage Bowl Event. On motion by J. Alloco, second by L. Bolzner, all aye, motion carried to approve the execution and delivery of a contract with Camp Good Days and Special Times for the 2023 Courage Bowl for \$10,000 for one year.

Executive Director Liss asked the board for continued support of the Genesee Country Village & Museum Agricultural Fair. On motion by T. Milne, second by J. Alloco, motion carried to authorize a contribution of \$5,000 on to the Genesee Country Village & Museum for the 2023 Agricultural Fair.

Executive Director Liss discussed the FAST NY Grant Authorization. COMIDA is the recipient of a FAST NY Grant for \$20 million for RG&E to provide infrastructure improvements at the Tebor Road site in the Town of Webster. The initial beneficiary of the improvements will be the planned fairlife, LLC dairy manufacturing facility, however the first improvements will benefit the entire area and create shovel ready sites. On motion by J. Alloco, second by N. Jones, all aye, motion carried to accept the first tranche of the \$20 million FAST NY Grant for the Tebor Road site in the amount of \$7.3 million pursuant to the terms of a grant disbursement agreement with Empire State Development and disburse the same to RG&E pursuant to the terms of a cost reimbursement agreement.

Executive Director Liss presented the dashboard.

A motion was asked to enter Executive Session under Section 105(d) to discuss current litigation. On motion by J. Popli, second by N. Jones, all aye, the motion was unanimously approved. The board went into executive session at 1:19 p.m.

On motion by N. Jones, second by J. Alloco, all aye, motion carried to come out of Executive Session and continue the regular meeting. The board exited Executive Session and continued the regular meeting at 2:03 p.m.

On motion by J. Alloco, second by L. Bolzner, all aye, motion carried to adjourn the regular meeting of the Board, adjourned at 2:03 p.m.



September 2023 Monthly C.O.M.I.D.A. Report

October 2nd 2023,

1. This report covers our site visits between September 1st, 2023 and September 30th, 2023.
2. During this period Loewke Brill made 49 monthly site visits.
3. During this period Loewke Brill made "7" Follow up visits.
4. Loewke Brill checked for residence with 529 workers.
5. Of those workers, there were "25" non-compliant.
 - a. 22 – No proof of residence
 - i. 9/13/23 – Howitt-Paul Road, LLC – 1 from American Plumbing
No ID, compliant on follow up visit 9/14/23 with ID
 - ii. 9/20/23 – 587, LLC – 1 from N.K.G. No ID, compliant on follow up
visit 9/21/23 with ID
 - iii. 9/21/23 – 1733 Ridge Road, LLC – 1 from Flour City Construction
No ID, compliant on follow up 9/22/23
 - iv. 9/22/23 – Gannett Partners I, LLC – 3 from Carey Lake No ID, 1
from Crosby Brownlie No ID, 1 from Otis No ID. All compliant with ID on follow up
9/25/23
 - v. 9/25/23 – Clear Choice Building NY, LLC – 2 from Burgess &
Burgess No ID, both compliant on follow up visit 9/26/23
 - vi. 9/25/23 – Mantisi Solar, LLC – 5 from Nex Generation Solar No
ID, 3 compliant with ID on follow up visit 9/26/23, 2 left job site
 - vii. 9/26/23 – Li-Cycle North America Hub, Inc – 2 from Frank Lil No
ID, 4 from LeChase No ID, 1 from LMC No ID, all compliant on follow up 9/27/23

b. 1 – Out of Area

i. 9/22/23 – Gannett Partners I, LLC – 1 from Otis Elevator out of area. Removed from job site, not present on follow up visit 9/25/23

c. 2 – Invalid ID

i. 9/20/23 – Keeler Park Community Partners, LP – 1 from Thruway Stone invalid ID, compliant with proper ID on follow up 9/21/23

ii. 9/25/23 – Mantisi Solar, LLC – 1 from Nex Generation Solar invalid ID, compliant with valid ID on follow up 9/26/23

6. There was “1” new COMIDA sign(s) delivered

a. 1020 Place NY, LLC

Statement of Financial Position

	Year To Date 09/30/2023	Year Ending 12/31/2022
	Actual	Actual
Assets		
Current Assets		
Cash and Cash Equivalents	3,210,400	10,551,290
Restricted Cash	0	4,765,270
Accounts Receivable, Net	72,197	82,197
Prepaid Expenses	60,943	115,681
COMIDA Treasury Investments	6,623,144	0
COMIDA Treasury Investments - Restricted	3,875,051	0
Total Current Assets	13,841,735	15,514,438
Long-term Assets		
Property & Equipment	625,000	625,000
Other Long-term Assets	242,304	242,304
Total Long-term Assets	867,304	867,304
Total Assets	14,709,039	16,381,742
Liabilities and Net Assets		
Liabilities		
Short-term Liabilities		
Accounts Payable	502,032	17,878
Accrued Liabilities	539,734	951,536
Deferred Revenue	0	65,915
Other Short-term Liabilities	476	476
Total Short-term Liabilities	1,042,242	1,035,804
Long Term Liabilities	246,992	246,992
Total Liabilities	1,289,234	1,282,796
Net Assets		
Net Assets	15,098,945	8,846,166
Change In Net Assets	(1,679,140)	6,252,779
Total Net Assets	13,419,805	15,098,945
Total Liabilities and Net Assets	14,709,039	16,381,742

Summary Statement of Activities - All Funds with Prior Year

	Year To Date 09/30/2023	Year To Date 09/30/2023	Prior Year To Date 09/30/2022
	Actual	Budget	Actual
Revenue			
Fee Income	425,142	1,700,500	3,156,575
Interest Income	213,561	750	520
Revenue - Other	0	0	9,200
Total Revenue	638,703	1,701,250	3,166,295
Payroll	216,680	232,425	280,109
Sponsorships	0	7,500	8,515
Program & Community Development	1,461,037	1,838,850	812,062
General & Administrative	640,126	588,187	593,436
Total Expenses	2,317,843	2,666,962	1,694,122
Change In Net Assets	(1,679,140)	(965,712)	1,472,173



APPLICATION SUMMARY

DATE: October 17, 2023

APPLICANT:

UltraPhil, LLC
172 Metro Park
Rochester, NY 14623

**TENANT & PROJECT
ADDRESS:**

250 E Main Street
Rochester, NY 14604

PROJECT SUMMARY:

UltraPhil LLC is proposing the renovation of 10,000 sq. ft. in the Sibley Square building in the City of Rochester. UltraPhil specializes in pilot beverage manufacturing and is a subsidiary of JCS Process & Controls Inc., a designer and manufacturer of beverage processing and blending equipment. This facility will allow for office, manufacturing and R&D space. The \$3.9 million project is projected to create 5 new FTEs over the next three years. The applicant is seeking approval of sales tax exemptions only. This project is contingent on support from Empire State Development. The Benefit/Incentive ratio is 230:1.

**PROJECT AMOUNT:
EXEMPTIONS:**

\$3,963,209
\$141,595 Sales Tax Exemption

**JOBS: EXISTING:
NEW:**

0	FTEs
5	FTEs

PUBLIC HEARING DATE:

October 16, 2023

BENEFIT TO INCENTIVE RATIO:

230 : 1

SEQR:

TYPE II ACTION UNDER SEQR SECTION 617.5

ELIGIBILITY:

MANUFACTURER

APPROVED PURPOSE:

JOB CREATION

Monroe County Industrial Development Agency

MRB Cost Benefit Calculator



Date: October 16, 2023
Project Title: UltraPhil, LLC
Project Location: 250 E Main Street, Rochester NY 14604

Economic Impacts

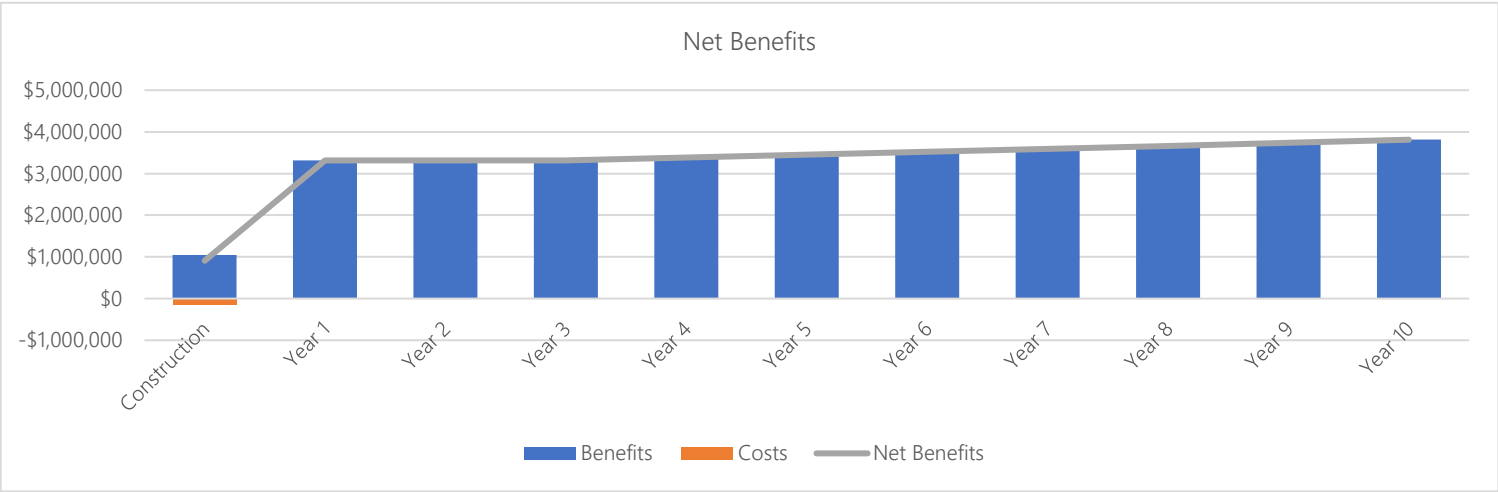
Summary of Economic Impacts over the Life of the PILOT

Project Total Investment
\$2,000,000

Temporary (Construction)			
	Direct	Indirect	Total
Jobs	7	6	12
Earnings	\$669,790	\$320,490	\$990,280
Local Spend	\$1,600,000	\$952,260	\$2,552,260

Ongoing (Operations)			
Aggregate over life of the PILOT			
	Direct	Indirect	Total
Jobs	5	10	15
Earnings	\$12,434,989	\$20,729,301	\$33,164,290

Figure 1



Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

Figure 2

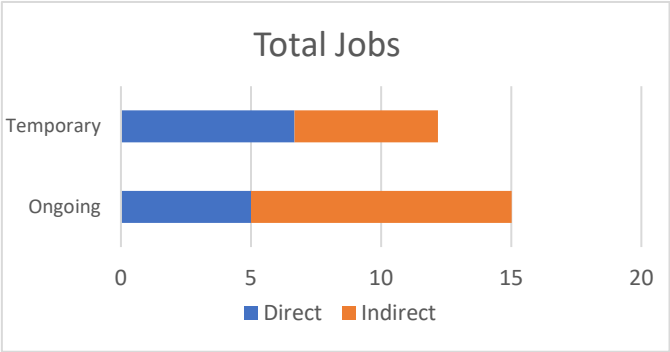
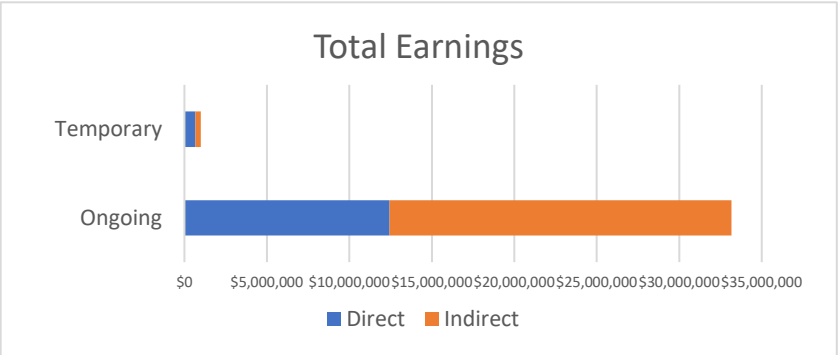


Figure 3



Ongoing earnings are all earnings over the life of the PILOT.

Fiscal Impacts



Cost-Benefit Analysis Tool powered by MRB Group

Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$0	\$0
Sales Tax Exemption	\$141,595	\$141,595
Local Sales Tax Exemption	\$70,798	\$70,798
State Sales Tax Exemption	\$70,798	\$70,798
Mortgage Recording Tax Exemption	\$0	\$0
Local Mortgage Recording Tax Exemption	\$0	\$0
State Mortgage Recording Tax Exemption	\$0	\$0
Total Costs	\$141,595	\$141,595

State and Local Benefits

	Nominal Value	Discounted Value*
Local Benefits	\$34,393,652	\$30,913,478
To Private Individuals	\$34,154,570	\$30,698,588
Temporary Payroll	\$990,280	\$990,280
Ongoing Payroll	\$33,164,290	\$29,708,308
Other Payments to Private Individuals	\$0	\$0
To the Public	\$239,082	\$214,890
Increase in Property Tax Revenue	\$0	\$0
Temporary Jobs - Sales Tax Revenue	\$6,932	\$6,932
Ongoing Jobs - Sales Tax Revenue	\$232,150	\$207,958
Other Local Municipal Revenue	\$0	\$0
State Benefits	\$1,776,038	\$1,596,327
To the Public	\$1,776,038	\$1,596,327
Temporary Income Tax Revenue	\$44,563	\$44,563
Ongoing Income Tax Revenue	\$1,492,393	\$1,336,874
Temporary Jobs - Sales Tax Revenue	\$6,932	\$6,932
Ongoing Jobs - Sales Tax Revenue	\$232,150	\$207,958
Total Benefits to State & Region	\$36,169,690	\$32,509,804

Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$30,913,478	\$70,798	437:1
State	\$1,596,327	\$70,798	23:1
Grand Total	\$32,509,804	\$141,595	230:1

*Discounted at 2%

Additional Comments from IDA

0

Does the IDA believe that the project can be accomplished in a timely fashion?

Yes

Motion By: _____
Seconded By: _____

RESOLUTION
 (UltraPhil LLC Project)
 OSC Code 2602-23-027A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices located at 50 West Main Street, Rochester, New York 14614, on October 17, 2023 at 12:00 p.m.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TO (i) APPOINT ULTRAPHIL LLC OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (ii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT; (iii) AUTHORIZE THE EXECUTION AND DELIVERY OF A PROJECT AGREEMENT AND RELATED DOCUMENTS; AND (iv) MAKE A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW). NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED HEREIN, THE PROJECT IS CONTINGENT UPON SUPPORT FROM EMPIRE STATE DEVELOPMENT.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **ULTRAPHIL LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in an approximately 10,000 square-foot portion of the building located at 250 East Main Street in the City of Rochester, New York 14604 and all other lands in the City of Rochester where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"); (B) the renovation of (i) approximately 8,000 square feet of space for use as manufacturing and research and development space and (ii) approximately 2,000 square feet of space will be used as office space (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility") to be used by the Company in its beverage processing business; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, pursuant to Section 859-a of the Act, on Monday, October 16, 2023, at 11:15 a.m., local time, at the Agency's Offices, 50 West Main Street, Suite 1150, Rochester, New York 14614, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined below) being contemplated by the Agency, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of undertaking the Project and (ii) provide financial assistance (the "Financial Assistance") to the Company in the form of sales and use tax exemptions for purchases and rentals related to the renovation and equipping of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project;

WHEREAS, notwithstanding anything to the contrary contained herein, the Project is contingent upon support from Empire State Development.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Project constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purpose of undertaking the Project; and

(d) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) Pursuant to SEQRA, the Project constitutes a "Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA.

Section 2. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 3. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the renovation and equipping of the Improvements and hereby appoints the Company as the true and lawful agent of the Agency to renovate and equip the Improvements, and such appointment includes the following activities as they relate to the renovation, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with renovating, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with renovating, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2024** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency).

Section 4. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$1,769,939**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax

exemption benefits") not to exceed **\$141,595**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 5. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 6. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate the Project Agreement, pursuant to which the Agency will appoint the Company as its agent for the purpose of undertaking the Project.

Section 7. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. Notwithstanding anything to the contrary contained herein, the Project is contingent upon support from Empire State Development.

Section 9. This resolution shall take effect immediately.

[Remainder of Page Intentionally Left Blank]

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Troy Milne				
Lisa Bolzner				
Joseph Alloco				
Rhett King				
Norman Jones				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on October 17, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of October, 2023.

Ana J. Liss, Executive Director



APPLICATION FOR ASSISTANCE

Each applicant seeking assistance must complete this application and provide required supplemental forms/documentation.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered deniable by the Freedom of Information Law. This form is available at www.monroecountybusiness.org/application.

Please send completed application via email to EconomicDevelopment@monroecounty.gov. A **non-refundable** application fee of \$350.00 is required. Please see page 12 for additional information on costs and fees.

I. APPLICANT

A. Applicant Information

Name: UltraPhil, LLC
Address: 172 Metro Park
City/State/Zip: Rochester, NY 10710
Tax Id No.: 93-2201131
Contact Name: Greg Frechette
Title: President
Telephone: 585-227-5910
E-Mail: gfrechette@jcs.com

B. Applicant's Legal Counsel

Name: Andrew Ryan
Firm: Woods Oviatt Gilman LLP
Address: 1900 Bausch & Lomb Place
City/State/Zip: Rochester NY 14604
Telephone: 585-987-2800
Email: aryan@woodsoviatt.com

C. Owners of Applicant Company (must total 100%). If an LLC, LP or similar, all members/partners must be listed

Name	%	Corporate Title
<u>Greg Frechette</u>	<u>57</u> %	<u>President</u>
<u>Robert Veitch</u>	<u>15</u> %	<u>VP of Engineering</u>
<u>Robert Frechette</u>	<u>29</u> %	<u>VP of Business Development</u>
<u></u>	<u></u> %	<u></u>
<u></u>	<u></u> %	<u></u>
<u></u>	<u></u> %	<u></u>
<u></u>	<u></u> %	<u></u>
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<u></u>	<u></u> %	<u></u>
<u></u>	<u></u> %	<u></u>
<u></u>	<u></u> %	<u></u>

II. PROJECT

A. Address of proposed project facility

Address: 250 E Main St

Tax Map Parcel Number: 121.23-2-5.00

City/Town/Village: Rochester

School District: Rochester

Zip: 14604

Current Legal Owner of Property:

Winn Companies

B. Benefits Requested (Check all that apply)

- ☒ Sales Tax Exemption
- ☐ Mortgage Recording Tax Exemption
- ☐ Real Property Tax Abatement
- ☐ Industrial Revenue Bond Financing

C. Description of project (check all that apply)

- ☐ New Construction
- ☐ Existing Facility
- ☐ Acquisition
- ☐ Expansion
- ☒ Renovation/Modernization
- ☒ Acquisition of machinery/equipment
- ☐ Other (specify) _____

D. Proposed User(s)/Tenant(s) of the Facility

If there are multiple Users/Tenants, please attach additional pages.

Are the user and owner related entities? ☐ Yes ☒ No

Company Name: _____

Address: _____

City/State/Zip: _____

Tax ID No: _____

Contact Name: _____

Title: _____

Telephone: _____

Email: _____

% of facility to be occupied by user/tenant _____

E. Owners of User/Tenant Company (must total 100%)

If an LLC, LP or similar, all members/partners must be listed

Name	%	Corporate Title
_____	_____%	_____
_____	_____%	_____
_____	_____%	_____
_____	_____%	_____

F. Project Timeline

Proposed Date of Acquisition: 1/1/2024

Proposed Commencement Date of Construction: 1/1/2024

Anticipated Completion Date: 12/31/2024

G. Contractor(s)

Mitchell Design/Build & their associated local
sub-contractors

II. PROJECT (cont'd)

H. DESCRIPTION OF THE PROJECT AND BACKGROUND ON USER(S) OF THE FACILITY

NAICS Code: 311511

UltraPhiL is a first of its kind in the world beverage pilot manufacturing line and R&D center, primarily focused on aseptic dairy, milk coffee/tea, protein, and other low acid products, as well as high-acid juice-based beverages. UltraPhiL will be an integral part of the beverage innovation pipeline for manufacturers both small and large, from entrepreneurs to large global corporations. Our facility will help expedite innovation by moving key activities back in the innovation timeline where they belong, vs. having to wait until first commercial production (typical). No other site exists worldwide that can do what UltraPhiL will. The heart of the project includes a for-hire, state of the art low/high acid manufacturing line consisting of flexible batching systems, an aseptic processor and an aseptic filling line capable of producing commercially sterile products in PET and HDPE bottles at 5bpm. Products produced on the pilot line will not be intended for resale to end consumers, but rather used by our customers for sales samples, consumer test samples, packaging / product trials, shelf-life studies, etc. Packaging and ingredient suppliers can also make use of the facility to trial new technologies or materials in an aseptic processing environment, another first.

Laboratories will also be built to and services provided to customers in product and process development. In addition, UltraPhiL will offer 'aseptic university' training courses that will include the only hands on aseptic training available, and other beverage focused training programs for the industry (another first anywhere). These courses will increase skill sets in labor forces for any aseptic beverage manufacturers (ex. H.P. Hood, Fairlife, etc)

UltraPhiL is a wholly owned subsidiary of JCS Process & Controls Inc, a Rochester company located in Brighton for over 35 years. JCS is a designer/manufacturer of state of the art beverage processing and blending equipment.

Our customer base spans across North America and possibly around the world, and would consistently be staying at local hotels, eating at local restaurants, etc for about a week at a time, year-round and would expose them to what NYS/Monroe County/Rochester has to offer, potentially creating new jobs if they locate here. Because our customers come from all over, the facility can be built anywhere in the US, and the principals have been considering both Indiana (due to current JCS employee SME's based there and location in the middle of the country), and Monroe, Genesee and Ontario counties (due to proximity of JCS office).

UltraPhiL will showcase its parent company's (JCS Process & Controls) processing equipment, fostering sales of full scale equipment to our clientele as their products would be initially developed on their systems. UltraPhiL will also develop (and be able to test) new processing technology for exclusive sale via parent company JCS Process & Controls, acting as their R&D division. Both of these will foster significant growth in this Monroe County based company.

UltraPhiL is planning to lease ~10,000 sq.ft. of space in its preferred location, downtown, Sibley Square, renovating ~2,000 sq ft of office space, and ~8,000 sq ft of other space into manufacturing & R&D space. Current timeline shows significant, unplanned demo work beginning 01/24, construction/installation through 12/24 followed by FDA validation, with first customers 07/25.

II. PROJECT (cont'd)

I. Would the project be undertaken without financial assistance from the Agency? ☐ Yes ☒ No

Please explain why financial assistance is necessary.

This project is extremely capital intensive and, due to long lead items and FDA validation timings, has all its cost outlays well before any revenue is generated. We don't expect any revenue coming in until July of 2025, with equipment having to be ordered in 2023, and full build-out in 2024, commissioning and FDA validation in Q1-2 of 2025. The total project investment is budgeted at \$14.7 million.

Due to this, UltraPhiL has pushed off the addition of several other service offerings including but not limited to: novel milk pasteurization (MST Technology, developed by JCS and Perdue) and package development / blowmolding. We have also pushed off the hiring of full time staff until absolutely necessary, relying on contractors and consultants instead. UltraPhiL will be taking significant loans to cover portions of this project.

The equipment can be placed anywhere, we have also been looking at sites in Genesee and Ontario counties (in Agriculture park and near Cornell's COE respectively), as well as Indiana (centrally located in the US and near current JCS subject matter experts).

Any municipal aid will significantly lessen the burden of interest intense loans and potentially larger outside equity sharing, and will allow us to potentially accelerate job creation (hiring) and bringing on of other technologies to increase revenue. This is one of the significant drivers in choosing where to locate UltraPhiL.

J. Are other facilities or related companies located within New York State?

☒ Yes ☐ No

Location: Rochester (Brighton) JCS Process & Controls

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 ☒ No

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

If Yes to either question, explain how the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Applicant or User's competitive position in its respective industry:

K. State Environmental Quality Review (SEQR) Act Compliance

COMIDA, in granting assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act (SEQR).

Does the proposed project require discretionary permit, license or other type of approval by the state or local municipality?

- ☐ YES - Include a copy of any SEQR documents related to this Project including Environmental Assessment Form, Final Determination, Local Municipality Negative Declaration, etc.
- ☒ NO

III. PROPERTY TAX ABATEMENT/PAYMENT IN LIEU OF TAX AGREEMENT (PILOT)

Check One:

☐ **JOBSPLUS**

Requirements:

- Applicant must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **LEASEPLUS**

Requirements:

- University and/or medical related facilities in which a 501(c)3 entity leases from a for-profit entity.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **ENHANCED JOBSPLUS**

Requirements:

- A minimum \$15 million investment **AND**
- A minimum of 100 new jobs

☐ **GREEN JOBSPLUS**

Requirements:

- LEED® Certification – Project must be rated as Certified, Gold, Silver or Platinum by the United States Green Building Council's Leadership in Energy and Environmental Design (LEED®) Green Building Rating System.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **SHELTER RENT**

For student housing or affordable housing projects.

☐ **Local Tax Jurisdiction Sponsored PILOT**

☒ **NO PROPERTY TAX ABATEMENT IS SOUGHT FOR THIS PROJECT**

IV. APPLICANT PROJECT COSTS

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipment of the project by the APPLICANT.

Building Construction or Renovation

- a. Materials a. \$ _____
b. Labor b. \$ _____

Site Work

- c. Materials c. \$ 1,224,464
d. Labor d. \$ 1,001,834
e. Non-Manufacturing Equipment e. \$ _____
f. Manufacturing Equipment f. \$ _____
g. Equipment Furniture and Fixtures g. \$ 545,475
h. Land and/or Building Purchase h. \$ _____
i. Soft Costs (Legal, Architect, Engineering) i. \$ 1,191,436
Other (specify) j. _____ j. \$ _____
k. _____ k. \$ _____
l. _____ l. \$ _____
m. _____ m. \$ _____

Total Project Costs \$ 3,963,209
(must equal Total Sources)

- B. Sources of Funds for Project Costs:

- a. Tax-Exempt Industrial Revenue Bond a. \$ _____
b. Taxable Industrial Revenue Bond b. \$ _____
c. Bank Financing c. \$ 1,963,209
d. Public Sources d. \$ _____

Identify each state and federal grant/credit

TBD State \$ _____
TBD City \$ _____
\$ _____
\$ _____

- e. Equity \$ 2,000,000

TOTAL SOURCES \$ _____
(must equal Total Project Costs)

- C. Has the applicant made any arrangements for the financing of this project

☒ Yes ☐ No

If yes, please specify bank, underwriter, etc.

Currently working through with Genesee Regional Bank for high capital equipment purchases (\$ not shown here, only costs shown here are what applies for grants) and other costs.

V. COMPLETE FOR EACH USER/TENANT THAT IS SEEKING SALES TAX EXEMPTIONS USER(S)/TENANT(S) PROJECT COSTS

Use additional sheets as necessary

Company Name _____

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement, and/or equipping of the project by the user(s)/tenant(s) for which a sales tax exemption is requested.

Estimated Costs Eligible for Sales Tax Exemption Benefit

- a. Materials a. \$ _____
b. Labor b. \$ _____
c. Non-Manufacturing Equipment c. \$ _____
d. Manufacturing Equipment d. \$ _____
e. Furniture and Fixtures e. \$ _____
Other (specify): f. _____ f. \$ _____

- g. _____ g. \$ _____
h. _____ h. \$ _____
i. _____ i. \$ _____

Total Project Costs \$ _____

**Value of Incentives
UltraPhil, LLC**

A. IDA PILOT Benefits:

Current Assessment	
Value of New Construction & Renovation Costs	
Estimated New Assessed Value Subject to IDA	\$0
Current Taxes	\$0
Current Taxes Escalator	2%
PILOT Terms - Years	10
County Tax rate/\$1,000	
Local Tax Rate* Tax Rate/\$1,000	
School Tax Rate /\$1,000	
Total Tax Rate	0.00000

B. Sales Tax Exemption Benefit:

Estimated value of Sales Tax exemption:	\$141,595
Estimated duration of ST exemption:	12/31/2024

C. Mortgage Recording Tax Exemption (MRTE) Benefit:

Estimated Value of MRTE:	\$0
--------------------------	-----

D. Industrial Revenue Bond Benefit

IRB inducement amount:	\$0
------------------------	-----

E. Percentage of Project Costs financed from Public Sector sources:

Total Value of Incentives:	\$141,595
Project Construction Costs:	\$3,963,209
	3.57%

PILOT Schedule

PILOT Year	% Abatement	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT Amount	Full Tax Payment w/o PILOT***	Net Exemption**
	Total	\$0	\$0	\$0	\$0	\$0	\$0
1	90%	\$0	\$0	\$0	\$0	\$0	\$0
2	80%	\$0	\$0	\$0	\$0	\$0	\$0
3	70%	\$0	\$0	\$0	\$0	\$0	\$0
4	60%	\$0	\$0	\$0	\$0	\$0	\$0
5	50%	\$0	\$0	\$0	\$0	\$0	\$0
6	40%	\$0	\$0	\$0	\$0	\$0	\$0
7	30%	\$0	\$0	\$0	\$0	\$0	\$0
8	20%	\$0	\$0	\$0	\$0	\$0	\$0
9	10%	\$0	\$0	\$0	\$0	\$0	\$0
10	0%	\$0	\$0	\$0	\$0	\$0	\$0

VII. PROJECTED EMPLOYMENT

Complete for each Applicant or User/Tenant

Company Name: UltraPhil, LLC

Applicant: ☒ **or** **User/Tenant:** ☐

Applicant/Tenant creating jobs must submit most recent NYS-45 or equivalent.

	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)	0	0	5	5
Part Time (PTE)				
Total	0	0	5	5

** 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 Marker Area, in the fourth column. The Labor Marker Area includes: Monroe County, Orleans County, Genesee County, Wyoming County, Livingston County, Ontario County, Wayne County, Yates County, and Seneca County chosen at the Agency's discretion.

[Remainder of this Page Intentionally Left Blank]

VIII. LOCAL LABOR

To be completed by all Applicants and Users/Tenants of Projects which include the construction of new, expanded or renovated facilities:

Company Name UltraPhiL, LLC

Applicant: ☒ **and/or User/Tenant:** ☒

The County of Monroe Industrial Development Agency (IDA) was established for the purpose of creating employment opportunities for, and to promote the general prosperity and economic welfare of the residents of Monroe County. The IDA offers economic incentives and benefits to qualified applicants who wish to locate or expand their businesses or facilities in Monroe County. When the IDA approves a project, it enters into agreements to extend these incentives and benefits to the applicant.

Construction jobs are vital to the overall employment opportunities and economic growth in Monroe County. The IDA believes that companies benefiting from its incentive programs should employ local laborers, mechanics, craft persons, journey workers, equipment operators, truck drivers and apprentices ("construction workers"), during the construction phase of projects.

GF
Initial **100% Local Labor**
Applicants receiving IDA benefits **must** ensure that the it and/or its contractor/developer hire **100% of its construction workers from the local labor market.**

GF
Initial **Local Labor Market**
For the purpose of this policy, the local labor market is defined as construction workers residing in the following counties in New York State: Monroe, Genesee, Livingston, Orleans, Ontario, Seneca, Steuben, Wayne, Wyoming and Yates.

GF
Initial **Bid Processing**
Local participation in qualified projects receiving IDA economic incentives and benefits is vital to the economic growth of Monroe County. As such, all applicants/contractors/developers of a qualified project with a minimum \$5,000,000 investment must place any and all invitations to bid in the Builders Exchange of Rochester Plan Room (<https://robex.com/planroom/>) two weeks before the bids are due.

GF
Initial **Monitoring**
A third-party auditing firm ("Project Monitor") will be engaged to monitor construction work commencing on the date benefits are granted by resolution of the IDA Board.

Once approved for IDA benefits, all applicants will be required to provide to the Project Monitor and the Exemption Processor (as hereinafter defined) the following information:

1. Contact information for the applicant's representative who will be responsible and accountable for providing information about the bidding and awarding of construction contracts relative to the applicant's project; and
2. Description of the nature of construction jobs created by the project, including in as much detail as possible, the number, type and duration of construction positions.

All Monroe County IDA projects are subject to local monitoring by the IDA and the Project Monitor. Proof of residency or copy of drivers' license shall be checked by the Project Monitor during the Project Monitor's periodic inspection of the project.

The Project Monitor shall issue a report to the IDA staff immediately when an applicant or applicant's contractor is not in compliance with this labor policy. IDA staff shall advise the IDA Board of non-compliance by email or at the next scheduled meeting. If a violation of policy has occurred, the Project Monitor shall notify the applicant and contractor of such non-compliance and give applicant a warning of violation and 72 hours in which to correct such violation. Upon evidence of continued non-compliance or additional violations, the IDA and/or the Project Monitor shall notify the applicant that the project is in violation of the Monroe County IDA Labor Policy and is subject to IDA Board action which may result in the revocation, termination and/or recapture of any or all benefits conferred by the IDA.

GF

Signage

Initial

The applicant/contractor/developer of an IDA approved project shall be required to maintain a sign, provided by the Project Monitor, on the project site at all times during construction. This sign shall be located in an area that is accessible to onsite workers and visitors, which should be clear and legible.

GF

Exemption Process

Initial

In some instances, use of 100% local labor may not be possible for any of the following reasons:

- Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation by only approved installers (a copy of the equipment warranty confirming the use of specific installers must be provided). The granting of an exemption for the use of non-local labor on warranty related grounds is expressly conditioned on either (i) said non-local sub-contractors being enrolled in a New York State certified apprenticeship program (proof of such enrollment shall be provided to the IDA upon request) or (ii) the hiring of an apprentice/apprentices or local construction laborer(s) to assist in the installation.
- Specialized construction is required and no local contractors or local construction workers have the required skills, certifications or training to perform the work (proof of communication with local contractors, or details of the specialized construction must be provided);
- Significant cost differentials in bids whereby use of local labor significantly increases the cost of the project. Three (3) bids are required and a cost differential of 25% is deemed significant. Where there is a significant cost differential, that if the local labor contractor agrees to reduce the bid to the average of the two bids, no waiver will be granted. However, if the average is still 25% or more, a waiver will be granted (copies of all bids/proposals received, including pricing, must be provided to confirm cost differential).
- No local labor available for the project (if local bids were solicited with no response, please provide a copy of the bid, explain how it was advertised, and list who the bids were requested from).

The request to secure an exemption for the use of non-local labor must be received from the applicant on the exemption form provided by the IDA or the 3rd party exemption monitor (the "Exemption Processor") and received by the Exemption Process forty-five (45) days in advance of work commencing. The request will be reviewed by the Exemption Processor and forwarded to the IDA, at which time the IDA's Executive Director shall have the authority to approve or disapprove the exemption. The Exemption Processor shall report each authorized exemption to the Board of Directors at its monthly meeting.

The applicant has read the Labor Policy and agrees to adhere to it without changes and shall require its construction manager, general contractor and sub-contractors who are not exempt to acknowledge the same.

The foregoing terms have been read, reviewed and understood by the Applicant or User/Tenant and all appropriate personnel. Furthermore, 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 materialman. Furthermore, the undersigned agrees to post and maintain a sign, provided by COMIDA, in a prominent, easily accessible location, identifying the project as a recipient of COMIDA assistance and the local labor requirements associated with this assistance.

Furthermore, the undersigned realizes that failure to abide by the terms herein could result in COMIDA revoking all or any portion of benefits it deems reasonable in its sole discretion for any violation hereof.

UltraPhil

(APPLICANT COMPANY)

Gregory
FrechetteDigitally signed by
Gregory Frechette
Date: 2023.09.06
11:00:15 -04'00'

President

9/6/2023

Signature

, Title

Date

(TENANT COMPANY)

Signature

, Title

Date

IX. FEES

Transaction Type	Fees
Lease/Leaseback including any/all of the following: 1. PILOT Agreement 2. Sales and Tax Exemption* 3. Mortgage Tax Exemption	Application Fee: Non-refundable \$350.00 IDA Fee: 0.75% of the total project cost Legal Fee: 0.33% of the IDA fee. Minimum fee of \$4,000.
Sales Tax Exemption* and/or Mortgage Recording Tax Exemption	Application Fee: Non-refundable \$350.00 IDA Fee: 0.50% of the total project cost Legal Fee: 0.33% of the IDA fee. Minimum fee of \$4,000 if transaction includes mortgage recording tax exemption. Minimum fee of \$750 if transaction is sales tax exemption only.
Bond: Taxable or Tax-Exempt with Lease/Leaseback Including any/all of the following: 1. PILOT Agreement 2. Sales Tax Exemption* 3. Mortgage Tax Exemption	Application fee: Non-refundable \$350 IDA Fee: 1.25% of the total project cost Legal Fee: 0.33% of IDA fee Designated Bond Counsel fee is based on the complexity and amount of the transaction
Bond: Taxable or Tax-Exempt	Application fee: Non-refundable \$350 IDA Fee: 1.00% of the total project cost Legal fee: 0.33% of the IDA fee Designated Bond Counsel fee is based on the complexity and amount of the transaction.

*If the sales tax benefits are required prior to closing, a non-refundable twenty-five percent (25%) of the IDA fee and Legal fees are payable at that time. This amount will be applied towards the IDA fee and Legal fee.

UltraPhiL, LLC

(APPLICANT COMPANY)

Gregory Frechette
Digitally signed by
Gregory Frechette
Date: 2023.09.06
11:00:47 -04'00'

President

9/6/2023

Signature

, Title

Date

(TENANT COMPANY)

President

Signature

, Title

Date

X. CERTIFICATION

The undersigned company officer and/or user/tenant officer each hereby certifies, on behalf of the company and/or user/tenant, respectively (each singularly and together, the "Applicant"), as follows:

- A. The information contained in this Application, including employment information, is true and correct. The Applicant is aware that any material misrepresentation made in this Application constitutes an act of fraud, resulting in revocation of COMIDA benefits.
- B. The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which have ownership of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term of any agreements made in connection with this Application.
- C. Compliance with N.Y. GML Sec. 862(1): 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.
- D. Compliance with Applicable Laws: 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.
- E. False and Misleading Information: 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.
- F. Recapture: Should the Applicant not expend as projected or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- G. Pay Equity: The Applicant and/or user/tenant officer certifies on behalf of the company and/or user/tenant (the Applicant) has not been the subject of an adverse finding under the equal pay laws within the previous five years, has disclosed any pending equal pay claims against the company at time of application, and shall disclose to COMIDA any pending claims or adverse findings under the equal pay laws during the term of COMIDA financial assistance agreement.
- H. Applicant hereby releases the COMIDA ("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, this Application, regardless of whether or not this Application or the Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, renovation and/or equipping of the Project described herein; 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. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law, that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project may be subject to recapture by the Agency under such terms and conditions as will be set forth in the Agent Agreement 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 New York State and local sales and use tax exemption benefits, is true, accurate and complete.

APPLICANT COMPANY

UltraPhiL, LLC

Gregory Frechette Digitally signed by Gregory Frechette
Date: 2023.09.06
11:01:15 -04'00' President 9/6/2023

Signature, Title Date

TENANT COMPANY

Signature, Title Date



APPLICATION SUMMARY

DATE: October 17, 2023

APPLICANT:

Gallina Elmgrove, LLC
1890 S. Winton Rd, Suite 100
Rochester, NY 14618

**TENANT & PROJECT
ADDRESS:**

475 Mile Crossing Blvd
Rochester, NY 14624

PROJECT SUMMARY:

Gallina Development is proposing the construction of a 34,000 sq. ft. office/warehouse building in the Town of Gates. The building will join 13 existing buildings in the Elmgrove Crossing Business Park. This building is considered a flex property to help cater to the demand for light industrial and flex space and will be divided in to suites for tenants to be identified. The applicant is seeking approval of sales tax and mortgage recording tax exemptions only. The Benefit/Incentive ratio is 9:1.

**PROJECT AMOUNT:
EXEMPTIONS:**

\$3,075,000
\$164,000 Sales Tax Exemption
\$19,991 Mortgage Recording Tax Exemption

**JOBS: EXISTING:
NEW:**

0	FTEs
TBD	FTEs

PUBLIC HEARING DATE:

October 16, 2023

BENEFIT TO INCENTIVE RATIO:

9 : 1

SEQR:

TYPE II ACTION UNDER SEQR SECTION 617.5

ELIGIBILITY:

NEW COMMERCIAL CONSTRUCTION WITH INCREASE TO THE TAX
BASE

APPROVED PURPOSE:

JOB CREATION

Monroe County Industrial Development Agency

MRB Cost Benefit Calculator

Date: October 17, 2023
Project Title: Gallina Elmgrove, LLC
Project Location: 475 Mile Crossing Blvd



Economic Impacts

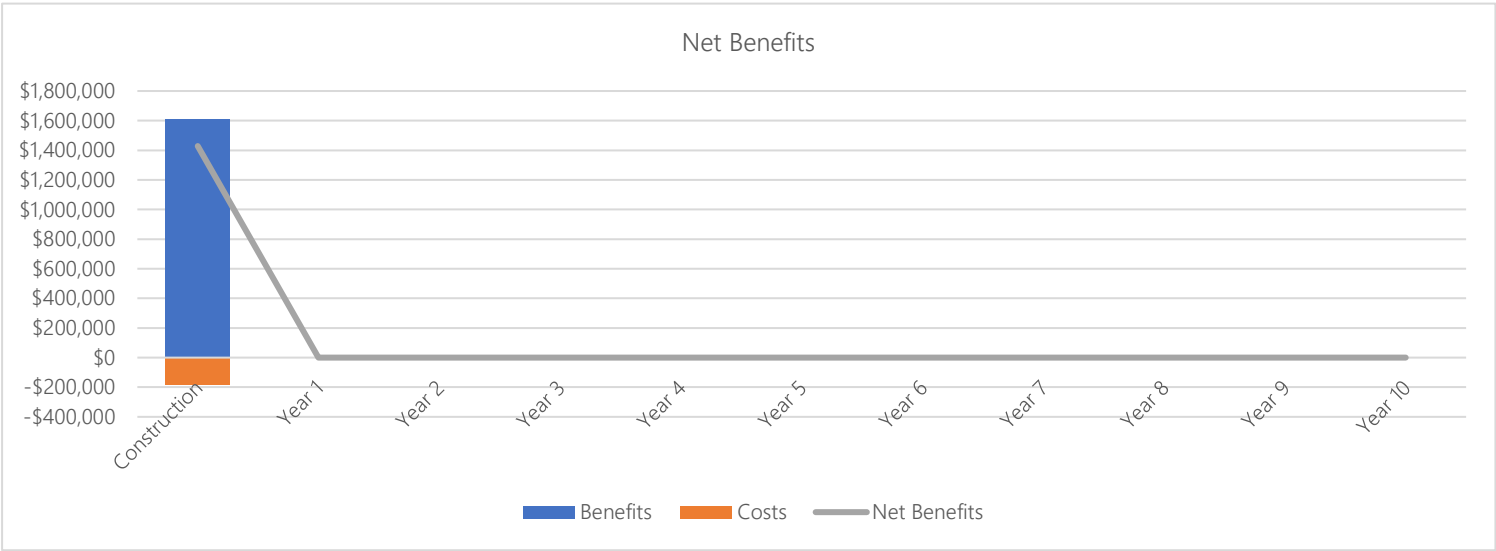
Summary of Economic Impacts over the Life of the PILOT

Project Total Investment
\$3,075,000

Temporary (Construction)			
	Direct	Indirect	Total
Jobs	10	8	19
Earnings	\$1,029,802	\$492,754	\$1,522,555
Local Spend	\$2,460,000	\$1,464,099	\$3,924,099

Ongoing (Operations)			
Aggregate over life of the PILOT			
	Direct	Indirect	Total
Jobs	0	0	0
Earnings	\$0	\$0	\$0

Figure 1



Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

Figure 2

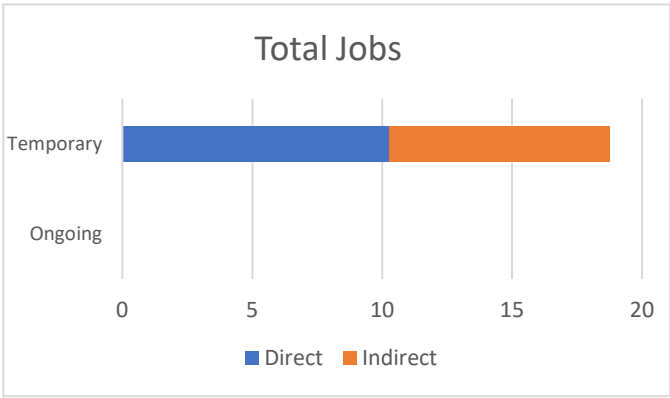
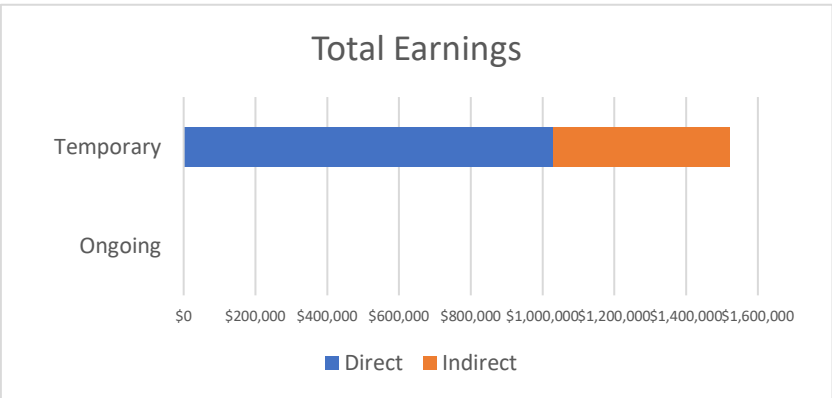


Figure 3



Fiscal Impacts



Cost-Benefit Analysis Tool powered by MRB Group

Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$0	\$0
Sales Tax Exemption	\$164,000	\$164,000
Local Sales Tax Exemption	\$82,000	\$82,000
State Sales Tax Exemption	\$82,000	\$82,000
Mortgage Recording Tax Exemption	\$19,991	\$19,991
Local Mortgage Recording Tax Exemption	\$6,664	\$6,664
State Mortgage Recording Tax Exemption	\$13,328	\$13,328
Total Costs	\$183,991	\$183,991

State and Local Benefits

	Nominal Value	Discounted Value*
Local Benefits	\$1,533,213	\$1,533,213
To Private Individuals	\$1,522,555	\$1,522,555
Temporary Payroll	\$1,522,555	\$1,522,555
Ongoing Payroll	\$0	\$0
Other Payments to Private Individuals	\$0	\$0
To the Public	\$10,658	\$10,658
Increase in Property Tax Revenue	\$0	\$0
Temporary Jobs - Sales Tax Revenue	\$10,658	\$10,658
Ongoing Jobs - Sales Tax Revenue	\$0	\$0
Other Local Municipal Revenue	\$0	\$0
State Benefits	\$79,173	\$79,173
To the Public	\$79,173	\$79,173
Temporary Income Tax Revenue	\$68,515	\$68,515
Ongoing Income Tax Revenue	\$0	\$0
Temporary Jobs - Sales Tax Revenue	\$10,658	\$10,658
Ongoing Jobs - Sales Tax Revenue	\$0	\$0
Total Benefits to State & Region	\$1,612,386	\$1,612,386

Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$1,533,213	\$88,664	17:1
State	\$79,173	\$95,328	1:1
Grand Total	\$1,612,386	\$183,991	9:1

*Discounted at 2%

Additional Comments from IDA

0

Does the IDA believe that the project can be accomplished in a timely fashion?

Yes

Motion By: _____
Seconded By: _____

RESOLUTION
 (Gallina Elmgrove LLC Project)
 OSC Code 2602-23-028A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on October 17, 2023 at 12:00 p.m.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON OCTOBER 16, 2023, WITH RESPECT TO A CERTAIN PROJECT (AS DEFINED BELOW) BEING UNDERTAKEN BY GALLINA ELMGROVE LLC, OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT; AND (B) A PARTIAL MORTGAGE RECORDING TAX EXEMPTION FOR FINANCING RELATED TO THE PROJECT; AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **GALLINA ELMGROVE LLC**, a New York limited liability company for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in an approximately 3.9-acre portion of land known as Lot 19 in Elmgrove Crossing, a business park located at 475 Mile Crossing Boulevard in the Town of Gates, New York 14624 and all other lands in the Town of Gates where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"); (B) the construction on the Land of an approximately 33,900 square-foot office/warehouse flex building together with a parking lot (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, pursuant to Section 859-a of the Act, on Monday, October 16, 2023, at 10:00 a.m., local time, in the Supervisor's Conference Room at the Gates Town Hall, 1605 Buffalo Road, Rochester, New York 14624, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined below) being contemplated by the Agency, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the as its agent for the purpose of undertaking the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement") and leaseback agreement (the "Leaseback Agreement") with the Company and (iii) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, and (b) a partial mortgage recording tax exemption for financing related to the Project; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Planning Board of the Town of Gates (the "Planning Board"), as lead agency, conducted an uncoordinated review of the Project pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), which resulted in the issuance of a negative declaration by the Planning Board, dated May 22, 2023 (the "Negative Declaration"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of undertaking the Project; and

(d) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Planning Board has conducted a review of the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). In addition to classifying the Project as an "Unlisted Action" pursuant to SEQRA, the Planning Board also issued a Negative Declaration on May 22, 2023, determining that the Project did not present a potential significant adverse environmental impact. The Agency, having reviewed the materials presented by the Company, further determines that the Project does not pose a potential significant adverse environmental impact and thus ratifies the Negative Declaration previously issued by the Planning Board pursuant to 6 N.Y.C.R.R. § 617.7.

Section 2. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 3. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with

respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2024** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement and Leaseback Agreement contemplated have not been executed and delivered. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 4. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$2,050,000** which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$164,000**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (ii) a mortgage (or mortgages), in connection with the financing of the Facility or portions thereof and including any refinancing thereof, securing an aggregate principal amount not to exceed **\$2,665,500**, resulting in a mortgage tax exemption not to exceed **\$19,991**.

Section 5. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 6. The form and substance of the Lease Agreement and the Leaseback Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 7. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, and (B) the related Leaseback Agreement conveying the Project back to the Company; provided, that, the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 8. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement and Leaseback Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 9. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 10. This resolution shall take effect immediately.

[Remainder of Page Intentionally Left Blank]

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Troy Milne				
Lisa Bolzner				
Joseph Alloco				
Rhett King				
Norman Jones				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on October 17, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of October, 2023.

Ana J. Liss, Executive Director



APPLICATION FOR ASSISTANCE

Each applicant seeking assistance must complete this application and provide required supplemental forms/documentation.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered deniable by the Freedom of Information Law. This form is available at www.monroecountybusiness.org/application.

Please send completed application via email to EconomicDevelopment@monroecounty.gov. A **non-refundable** application fee of \$350.00 is required. Please see page 12 for additional information on costs and fees.

I. APPLICANT

A. Applicant Information

Name: Gallina Elmgrove, LLC
 Address: 1890 S. Winton Rd, Suite 100
 City/State/Zip: Rochester, NY 14618
 Tax Id No.: 84-4080451
 Contact Name: Evan Gallina
 Title: Member
 Telephone: 585-654-6650
 E-Mail: evan@gallinadev.com

B. Applicant's Legal Counsel

Name: Daniel Bryson
 Firm: Lazy Katzen
 Address: 600 Bosch & Lomb Place
 City/State/Zip: Rochester, NY 14604
 Telephone: 585-324-5714
 Email: dbryson@lacykatzen.com

C. Owners of Applicant Company (must total 100%). If an LLC, LP or similar, all members/partners must be listed

Name	%		Corporate Title
Andrew R. Gallina	25	%	Member
Evan A. Gallina	25	%	Member
Robert A. Gallina	25	%	Member
Lauren Gallina Payne	25	%	Member
		%	
		%	
		%	
		%	
		%	
		%	
		%	

II. PROJECT

A. Address of proposed project facility

Address: 475 Mile Crossing Blvd

Tax Map Parcel Number: 118.11-1-70

City/Town/Village: Rochester

School District: Gates

Zip: 14624

Current Legal Owner of Property:

Gallina Elmgrove, LLC

B. Benefits Requested (Check all that apply)

- ☒ Sales Tax Exemption
- ☒ Mortgage Recording Tax Exemption
- ☐ Real Property Tax Abatement
- ☐ Industrial Revenue Bond Financing

C. Description of project (check all that apply)

- ☒ New Construction
- ☐ Existing Facility
- ☐ Acquisition
- ☐ Expansion
- ☐ Renovation/Modernization
- ☐ Acquisition of machinery/equipment
- ☐ Other (specify) _____

D. Proposed User(s)/Tenant(s) of the Facility

If there are multiple Users/Tenants, please attach additional pages.

Are the user and owner related entities? ☐ Yes ☐ No

Company Name: _____

Address: _____

City/State/Zip: _____

Tax ID No: _____

Contact Name: _____

Title: _____

Telephone: _____

Email: _____

% of facility to be occupied by user/tenant _____

E. Owners of User/Tenant Company (must total 100%)

If an LLC, LP or similar, all members/partners must be listed

Name	%	Corporate Title
_____	____%	_____
_____	____%	_____
_____	____%	_____
_____	____%	_____

F. Project Timeline

Proposed Date of Acquisition: _____

Proposed Commencement Date of Construction: 10/18/2023

Anticipated Completion Date: 9/1/2024

G. Contractor(s)

Gal-Son Development, Inc.

II. PROJECT (cont'd)

- H. Would the project be undertaken without financial assistance from the Agency? ☐ Yes ☒ No

Please explain why financial assistance is necessary.

Assistance is necessary to help control the ever rising costs of new construction in today's market. Without assistance on this project, we would be forced to charge more to our end users and potentially lose them from having a place of business in Monroe County.

- I. Are other facilities or related companies located within New York State?

☐ Yes ☒ No

Location:

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 ☒ No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the state?

☐ Yes ☒ No

If Yes to either question, explain how the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Applicant or User's competitive position in its respective industry:

- J. State Environmental Quality Review (SEQR) Act Compliance

COMIDA, in granting assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act (SEQR).

Does the proposed project require discretionary permit, license or other type of approval by the state or local municipality?

☒ YES - Include a copy of any SEQR documents related to this Project including Environmental Assessment Form, Final Determination, Local Municipality Negative Declaration, etc.

☐ NO

II. PROJECT (cont'd)

K. DESCRIPTION OF THE PROJECT AND BACKGROUND ON USER(S) OF THE FACILITY

NAICS Code: _____

The project at 475 Mile Crossing Blvd. consists of a 33,900 sq. ft. speculative office / warehouse "flex" building on 3.09 acres of land in the Town of Gates, New York. Gallina Development has owned this land for over 20 years. The building will have the ability to be demised into suites as small as 4,600 sq. ft. and will be conventional construction with insulated metal panels and roof deck. 475 Mile Crossing Blvd will join thirteen (13) other properties in Elmgrove Crossing, a business park established in 2001. The building will contain 6" reinforced concrete floors, insulated (R-20) membrane roofing system with 10-year warranty, 200-amp+, 3 phase electrical service, 16' clear span ceiling height under bar joists, tinted insulated windows with thermally broken frames and a wet sprinkler with 24-hour monitoring system. The site contains ample direct access parking, and each unit will be individually identified with a separate entrance and have separate utilities, restrooms, and loading facilities as needed. Gallina Development is constructing a new flex property on this land to help cater to the ever-growing demand in Monroe County for light industrial and flex space.

III. PROPERTY TAX ABATEMENT/PAYMENT IN LIEU OF TAX AGREEMENT (PILOT)

Check One:

☐ **JOBSPLUS**

Requirements:

- Applicant must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **LEASEPLUS**

Requirements:

- University and/or medical related facilities in which a 501(c)3 entity leases from a for-profit entity.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **ENHANCED JOBSPLUS**

Requirements:

- A minimum \$15 million investment **AND**
- A minimum of 100 new jobs

☐ **GREEN JOBSPLUS**

Requirements:

- LEED® Certification – Project must be rated as Certified, Gold, Silver or Platinum by the United States Green Building Council's Leadership in Energy and Environmental Design (LEED®) Green Building Rating System.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **SHELTER RENT**

For student housing or affordable housing projects.

☐ **Local Tax Jurisdiction Sponsored PILOT**

☒ **NO PROPERTY TAX ABATEMENT IS SOUGHT FOR THIS PROJECT**

IV. APPLICANT PROJECT COSTS

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipment of the project by the APPLICANT.

Building Construction or Renovation

- a. Materials a. \$ 1,600,000
b. Labor b. \$ 750,000

Site Work

- c. Materials c. \$ 450,000
d. Labor d. \$ 50,000
e. Non-Manufacturing Equipment e. \$ _____
f. Manufacturing Equipment f. \$ _____
g. Equipment Furniture and Fixtures g. \$ _____
h. Land and/or Building Purchase h. \$ 150,000
i. Soft Costs (Legal, Architect, Engineering) i. \$ 75,000
Other (specify) j. _____ j. \$ _____
k. _____ k. \$ _____
l. _____ l. \$ _____
m. _____ m. \$ _____

Total Project Costs \$ 3,075,000
(must equal Total Sources)

- B. Sources of Funds for Project Costs:

- a. Tax-Exempt Industrial Revenue Bond a. \$ _____
b. Taxable Industrial Revenue Bond b. \$ _____
c. Bank Financing c. \$ 2,665,500
d. Public Sources d. \$ _____

Identify each state and federal grant/credit

\$ _____

\$ _____

\$ _____

\$ _____

- e. Equity \$ 409,500
TOTAL SOURCES \$ 3,075,000
(must equal Total Project Costs)

- C. Has the applicant made any arrangements for the financing of this project

☒ Yes ☐ No

If yes, please specify bank, underwriter, etc.

ESL Federal Credit Union
Casey Sauke

V. COMPLETE FOR EACH USER/TENANT THAT IS SEEKING SALES TAX EXEMPTIONS USER(S)/TENANT(S) PROJECT COSTS

Use additional sheets as necessary

Company Name _____

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement, and/or equipping of the project by the user(s)/tenant(s) for which a sales tax exemption is requested.

Estimated Costs Eligible for Sales Tax Exemption Benefit

- a. Materials a. \$ _____
b. Labor b. \$ _____
c. Non-Manufacturing Equipment c. \$ _____
d. Manufacturing Equipment d. \$ _____
e. Furniture and Fixtures e. \$ _____
Other (specify): f. _____ f. \$ _____
g. _____ g. \$ _____
h. _____ h. \$ _____
i. _____ i. \$ _____

Total Project Costs \$ _____

**Value of Incentives
Gallina Elmgrove, LLC**

A. IDA PILOT Benefits:

Current Assessment	\$92,400
Value of New Construction & Renovation Costs	\$2,050,000
Estimated New Assessed Value Subject to IDA	\$2,142,400
Current Taxes	\$0
Current Taxes Escalator	2%
PILOT Terms - Years	10
County Tax rate/\$1,000	
Local Tax Rate* Tax Rate/\$1,000	
School Tax Rate /\$1,000	
Total Tax Rate	0.00000

B. Sales Tax Exemption Benefit:

Estimated value of Sales Tax exemption:	\$164,000
Estimated duration of ST exemption:	12/31/2024

C. Mortgage Recording Tax Exemption (MRTE) Benefit:

Estimated Value of MRTE:	\$19,991
--------------------------	----------

D. Industrial Revenue Bond Benefit

IRB inducement amount:	\$0
------------------------	-----

E. Percentage of Project Costs financed from Public Sector sources:

Total Value of Incentives:	\$183,991
Project Construction Costs:	\$3,075,000
	5.98%

PILOT Schedule

PILOT Year	% Abatement	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT Amount	Full Tax Payment w/o PILOT***	Net Exemption**
	Total	\$0	\$0	\$0	\$0	\$0	\$0
1	90%	\$0	\$0	\$0	\$0	\$0	\$0
2	80%	\$0	\$0	\$0	\$0	\$0	\$0
3	70%	\$0	\$0	\$0	\$0	\$0	\$0
4	60%	\$0	\$0	\$0	\$0	\$0	\$0
5	50%	\$0	\$0	\$0	\$0	\$0	\$0
6	40%	\$0	\$0	\$0	\$0	\$0	\$0
7	30%	\$0	\$0	\$0	\$0	\$0	\$0
8	20%	\$0	\$0	\$0	\$0	\$0	\$0
9	10%	\$0	\$0	\$0	\$0	\$0	\$0
10	0%	\$0	\$0	\$0	\$0	\$0	\$0

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

Category of Jobs to be Retained and Created	Average Annual Salary or Range of Salary	Average Annual Fringe Benefits or Range of Fringe Benefits (stated as a percentage)
Management		
Professional		
Administrative		
Production		
Independent Contractor		
Other		

Estimated Annual Salary of **NEW** jobs

AVERAGE	
HIGH	
LOW	

* This information constitutes a "trade secret" and/or "information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise", and, is thereby exempt from disclosure pursuant to New York Freedom of Information Law.

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VIII. LOCAL LABOR

To be completed by all Applicants and Users/Tenants of Projects which include the construction of new, expanded or renovated facilities:

Company Name Gallina Elmgrove, LLC / Gal-Son Development, Inc.

Applicant: ☒ **and/or User/Tenant:** ☐

The County of Monroe Industrial Development Agency (IDA) was established for the purpose of creating employment opportunities for, and to promote the general prosperity and economic welfare of the residents of Monroe County. The IDA offers economic incentives and benefits to qualified applicants who wish to locate or expand their businesses or facilities in Monroe County. When the IDA approves a project, it enters into agreements to extend these incentives and benefits to the applicant.

Construction jobs are vital to the overall employment opportunities and economic growth in Monroe County. The IDA believes that companies benefiting from its incentive programs should employ local laborers, mechanics, craft persons, journey workers, equipment operators, truck drivers and apprentices ("construction workers"), during the construction phase of projects.

EAG

100% Local Labor

Initial

Applicants receiving IDA benefits **must** ensure that the it and/or its contractor/developer hire **100% of its construction workers from the local labor market.**

EAG

Local Labor Market

Initial

For the purpose of this policy, the local labor market is defined as construction workers residing in the following counties in New York State: Monroe, Genesee, Livingston, Orleans, Ontario, Seneca, Steuben, Wayne, Wyoming and Yates.

EAG

Bid Processing

Initial

Local participation in qualified projects receiving IDA economic incentives and benefits is vital to the economic growth of Monroe County. As such, all applicants/contractors/developers of a qualified project with a minimum \$5,000,000 investment must place any and all invitations to bid in the Builders Exchange of Rochester Plan Room (<https://robex.com/planroom/>) two weeks before the bids are due.

EAG

Monitoring

Initial

A third-party auditing firm ("Project Monitor") will be engaged to monitor construction work commencing on the date benefits are granted by resolution of the IDA Board.

Once approved for IDA benefits, all applicants will be required to provide to the Project Monitor and the Exemption Processor (as hereinafter defined) the following information:

1. Contact information for the applicant's representative who will be responsible and accountable for providing information about the bidding and awarding of construction contracts relative to the applicant's project; and
2. Description of the nature of construction jobs created by the project, including in as much detail as possible, the number, type and duration of construction positions.

All Monroe County IDA projects are subject to local monitoring by the IDA and the Project Monitor. Proof of residency or copy of drivers' license shall be checked by the Project Monitor during the Project Monitor's periodic inspection of the project.

The Project Monitor shall issue a report to the IDA staff immediately when an applicant or applicant's contractor is not in compliance with this labor policy. IDA staff shall advise the IDA Board of non-compliance by email or at the next scheduled meeting. If a violation of policy has occurred, the Project Monitor shall notify the applicant and contractor of such non-compliance and give applicant a warning of violation and 72 hours in which to correct such violation. Upon evidence of continued non-compliance or additional violations, the IDA and/or the Project Monitor shall notify the applicant that the project is in violation of the Monroe County IDA Labor Policy and is subject to IDA Board action which may result in the revocation, termination and/or recapture of any or all benefits conferred by the IDA.

EAG

Initial

Signage

The applicant/contractor/developer of an IDA approved project shall be required to maintain a sign, provided by the Project Monitor, on the project site at all times during construction. This sign shall be located in an area that is accessible to onsite workers and visitors, which should be clear and legible.

EAG

Initial

Exemption Process

In some instances, use of 100% local labor may not be possible for any of the following reasons:

- Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation by only approved installers (a copy of the equipment warranty confirming the use of specific installers must be provided). The granting of an exemption for the use of non-local labor on warranty related grounds is expressly conditioned on either (i) said non-local sub-contractors being enrolled in a New York State certified apprenticeship program (proof of such enrollment shall be provided to the IDA upon request) or (ii) the hiring of an apprentice/apprentices or local construction laborer(s) to assist in the installation.
- Specialized construction is required and no local contractors or local construction workers have the required skills, certifications or training to perform the work (proof of communication with local contractors, or details of the specialized construction must be provided);
- Significant cost differentials in bids whereby use of local labor significantly increases the cost of the project. Three (3) bids are required and a cost differential of 25% is deemed significant. Where there is a significant cost differential, that if the local labor contractor agrees to reduce the bid to the average of the two bids, no waiver will be granted. However, if the average is still 25% or more, a waiver will be granted (copies of all bids/proposals received, including pricing, must be provided to confirm cost differential).
- No local labor available for the project (if local bids were solicited with no response, please provide a copy of the bid, explain how it was advertised, and list who the bids were requested from).

The request to secure an exemption for the use of non-local labor must be received from the applicant on the exemption form provided by the IDA or the 3rd party exemption monitor (the "Exemption Processor") and received by the Exemption Process forty-five (45) days in advance of work commencing. The request will be reviewed by the Exemption Processor and forwarded to the IDA, at which time the IDA's Executive Director shall have the authority to approve or disapprove the exemption. The Exemption Processor shall report each authorized exemption to the Board of Directors at its monthly meeting.

The applicant has read the Labor Policy and agrees to adhere to it without changes and shall require its construction manager, general contractor and sub-contractors who are not exempt to acknowledge the same.


The foregoing terms have been read, reviewed and understood by the Applicant or User/Tenant and all appropriate personnel. Furthermore, 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 materialman. Furthermore, the undersigned agrees to post and maintain a sign, provided by COMIDA, in a prominent, easily accessible location, identifying the project as a recipient of COMIDA assistance and the local labor requirements associated with this assistance.

Furthermore, the undersigned realizes that failure to abide by the terms herein could result in COMIDA revoking all or any portion of benefits it deems reasonable in its sole discretion for any violation hereof.

GALLINA ELMGROVE, LLC

(APPLICANT COMPANY)

(TENANT COMPANY)

 , MEMBER 9/27/23
Signature , Title Date

Signature , Title Date

IX. FEES

Transaction Type	Fees
Lease/Leaseback including any/all of the following: 1. PILOT Agreement 2. Sales and Tax Exemption* 3. Mortgage Tax Exemption	Application Fee: Non-refundable \$350.00 IDA Fee: 0.75% of the total project cost Legal Fee: 0.33% of the IDA fee. Minimum fee of \$4,000.
Sales Tax Exemption* and/or Mortgage Recording Tax Exemption	Application Fee: Non-refundable \$350.00 IDA Fee: 0.50% of the total project cost Legal Fee: 0.33% of the IDA fee. Minimum fee of \$4,000 if transaction includes mortgage recording tax exemption. Minimum fee of \$750 if transaction is sales tax exemption only.
Bond: Taxable or Tax-Exempt with Lease/Leaseback Including any/all of the following: 1. PILOT Agreement 2. Sales Tax Exemption* 3. Mortgage Tax Exemption	Application fee: Non-refundable \$350 IDA Fee: 1.25% of the total project cost Legal Fee: 0.33% of IDA fee Designated Bond Counsel fee is based on the complexity and amount of the transaction
Bond: Taxable or Tax-Exempt	Application fee: Non-refundable \$350 IDA Fee: 1.00% of the total project cost Legal fee: 0.33% of the IDA fee Designated Bond Counsel fee is based on the complexity and amount of the transaction.

*If the sales tax benefits are required prior to closing, a non-refundable twenty-five percent (25%) of the IDA fee and Legal fees are payable at that time. This amount will be applied towards the IDA fee and Legal fee.

GALLINA ELMGROVE, LLC

(APPLICANT COMPANY)

MEMBER 9/27/23
Signature, Title Date

(TENANT COMPANY)

Signature, Title Date

X. CERTIFICATION

The undersigned company officer and/or user/tenant officer each hereby certifies, on behalf of the company and/or user/tenant, respectively (each singularly and together, the "Applicant"), as follows:

- A. The information contained in this Application, including employment information, is true and correct. The Applicant is aware that any material misrepresentation made in this Application constitutes an act of fraud, resulting in revocation of COMIDA benefits.
- B. The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which have ownership of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term of any agreements made in connection with this Application.
- C. Compliance with N.Y. GML Sec. 862(1): 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.
- D. Compliance with Applicable Laws: 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.
- E. False and Misleading Information: 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.
- F. Recapture: Should the Applicant not expend as projected or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- G. Pay Equity: The Applicant and/or user/tenant officer certifies on behalf of the company and/or user/tenant (the Applicant) has not been the subject of an adverse finding under the equal pay laws within the previous five years, has disclosed any pending equal pay claims against the company at time of application, and shall disclose to COMIDA any pending claims or adverse findings under the equal pay laws during the term of COMIDA financial assistance agreement.
- H. Applicant hereby releases the COMIDA ("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, this Application, regardless of whether or not this Application or the Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, renovation and/or equipping of the Project described herein; 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. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law, that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project may be subject to recapture by the Agency under such terms and conditions as will be set forth in the Agent Agreement 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 New York State and local sales and use tax exemption benefits, is true, accurate and complete.

APPLICANT COMPANY

GALLINA ELMGROVE, LLC

Signature

MEMBER

, Title

9/27/23

Date

TENANT COMPANY

Signature

, Title

Date

Short Environmental Assessment Form

Part 1 - Project Information

Instructions for Completing

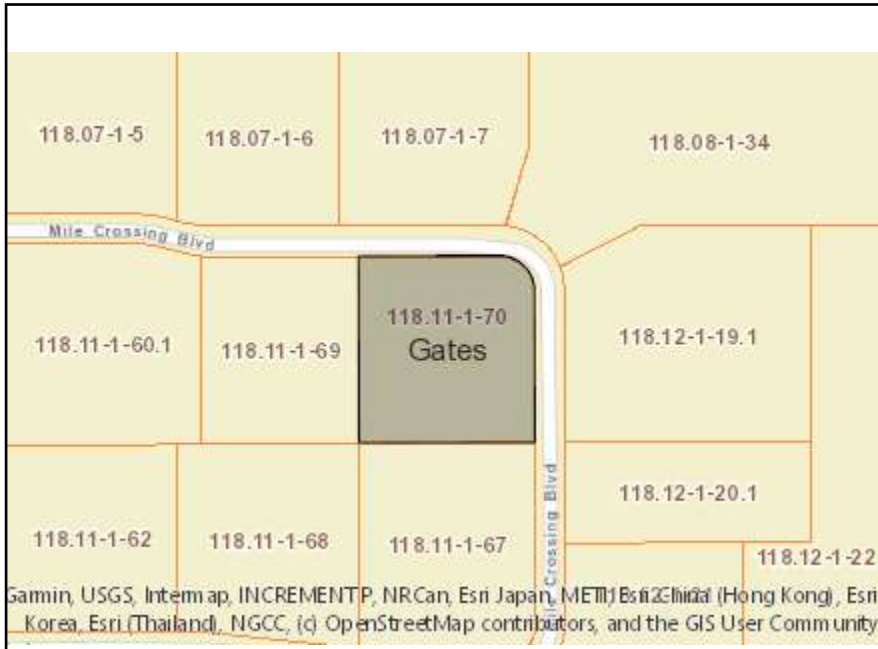
Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information			
Name of Action or Project: Elmgrove Crossing Lot 19 Site Development			
Project Location (describe, and attach a location map): 475 Mile Crossing Boulevard			
Brief Description of Proposed Action: Gallina Development wishes to construct the proposed building for Lot 19 which will be used as warehouse and office space by their tenants. The flex space building and all improvements will be contained on property owned by the Applicant. Improvements include connection to the existing water main, sanitary sewer, and storm sewer systems. Parking will be provided for 55 vehicles with lighting and landscaping.			
Name of Applicant or Sponsor: Evan Gallina		Telephone: E-Mail: Evan@gallinadev.com	
Address: 1890 S Winton Rd Suite 100			
City/PO: Rochester		State: New York	Zip Code: 14618
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.		NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval: Town of Gates Planning Board, NYS DEC.		NO <input type="checkbox"/>	YES <input checked="" type="checkbox"/>
3. a. Total acreage of the site of the proposed action?		3.08 acres	
b. Total acreage to be physically disturbed?		3.08 acres	
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?		50 + acres	
4. Check all land uses that occur on, are adjoining or near the proposed action:			
5. <input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input checked="" type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other(Specify):			
<input type="checkbox"/> Parkland			

5. Is the proposed action,	NO	YES	N/A
a. A permitted use under the zoning regulations?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?	NO	YES	
If Yes, identify: _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Are public transportation services available at or near the site of the proposed action?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
9. Does the proposed action meet or exceed the state energy code requirements?	NO	YES	
If the proposed action will exceed requirements, describe design features and technologies:			
NYS Building Code _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply?	NO	YES	
If No, describe method for providing potable water: _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities?	NO	YES	
If No, describe method for providing wastewater treatment: _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____			

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:		
<input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input checked="" type="checkbox"/> Urban <input type="checkbox"/> Suburban		
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
16. Is the project site located in the 100-year flood plan?	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes,	NO <input type="checkbox"/>	YES <input checked="" type="checkbox"/>
a. Will storm water discharges flow to adjacent properties?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)? If Yes, briefly describe:	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____ Regional stormwater management facility for the park.		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)? If Yes, explain the purpose and size of the impoundment: _____	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: _____	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor/name: <u>Gallina Development</u> Date: <u>4/19/23</u> Signature: <u>Thomas Tomblago</u> - MRB Group Title: <u>As Agent</u>		



Disclaimer: The EAF Mapper is a screening tool intended to assist project sponsors and reviewing agencies in preparing an environmental assessment form (EAF). Not all questions asked in the EAF are answered by the EAF Mapper. Additional information on any EAF question can be obtained by consulting the EAF Workbooks. Although the EAF Mapper provides the most up-to-date digital data available to DEC, you may also need to contact local or other data sources in order to obtain data not provided by the Mapper. Digital data is not a substitute for agency determinations.



Part 1 / Question 7 [Critical Environmental Area]	No
Part 1 / Question 12a [National or State Register of Historic Places or State Eligible Sites]	No
Part 1 / Question 12b [Archeological Sites]	No
Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
Part 1 / Question 15 [Threatened or Endangered Animal]	No
Part 1 / Question 16 [100 Year Flood Plain]	No
Part 1 / Question 20 [Remediation Site]	No

The Town of Gates **Planning Board** held one (1) Tabled Request for Preliminary & Final Site Plan Review, one (1) Amended Site Plan Approval, one (1) Re-Approval of Final Site Plan and four (4) Prelim & Final Site Plan Approvals on Monday, May 22, 2023 at the Gates Town Hall Meeting Room, 1605 Buffalo Rd., and beginning at 7:30PM

MEMBERS PRESENT:

Mike Wall	Chairman
Joseph Argenta	
Juan Ruiz	
Andrew Gartley	Vice Chairman
Dan Schum	Town Attorney
Tanios Sarkis	Alternate
Kurt. Rappazzo	Director of Public Works
Mike Ritchie	Costich Engineering, P.E
Cosmo Giunta	Town Supervisor

MEMBERS NOT-PRESENT:

Kirk Kettinger	
Ken Martin	Alternate

Chairman Mike Wall called the meeting to order at 7:334 PM and began with the Pledge of Allegiance and a Moment of Silent Prayer.

Chairman Wall motioned to approve the April 24, 2022 Planning Board Minutes as sent to the Board.

Andrew Gartley.... second All in Favor...Aye Opposed.... None

MOTION CARRIED

Chairman Wall went over some housekeeping details. The Amended Site Plan Approval application for Taco Bell at 2317 Lyell Ave will be TABLED to next months meeting on June 26th. Also switching the order of # 3 and #4 due to # 3 and #5 being the same engineer group, MRB.

PRELIMINARY & FINAL SITE PLAN APPROVAL

Gates PUD-Residential Development

OWNER: Italian American Community Center

ENGINEER: Passero Associates

LOCATION: 500 Frank Dimino Way & 3410 Buffalo Rd

District: PUD & R-1-11

Chairman Wall motioned to **UNTABLE** Gates PUD-Residential Development, 500 Dimino Way & 3410 Buffalo Rd.

Andrew Gartley.... second All in Favor...Aye Opposed.... None

Mr. Gartley added they may need more than one (1) down spout

Mr. Everhart replied they will take a look at it.

Mr. Gartley asked if the only lighting would be over the man door? He also asked if it's sprinklered?

Mr. Everhart replied lighting will be over the two (2) man doors and the overhead door and there is no sprinkler.

Chairman Wall looks like there are some substantial items that this Board requires before making any final decisions;

1. Building Elevations
2. Parking, it's understood the number of employees, but the Zoning Board would need to make their decision prior to the PB
3. Roof, will need to see the drainage plan
4. Photometrics
5. Sprinkler, the building will need

Side Table

Mr. Rappazzo, no additional comments

Mr. Ritchie, no additional comments

Supervisor Giunta, no additional comments

Open to Public hearing None,

The Public Hearing will remain Open

Executive Session 8:31pm-8:32pm

Chairman Wall motioned to **TABLE the Application for Prelim & Final Site Plan Approval of 22 Marway Circle** with the following initial conditions:

1. The applicant to provide building elevations including the roof leaders, and plan to tie into the storm sewer.
2. The photometrics, light plan.
3. The Zoning Board decision on the Parking and the Sprinkler System variance (if needed).

MOTION TABLED

Mrs. Argenta...seconded.

All in Favor...Aye

Opposed...None

PRELIMINARY & FINAL SITE PLAN APPROVAL

Proposed Office/Flex Space Building at Elmgrove Crossing

OWNER: Gallina

ENGINEER: MRB Group

LOCATION: 475 Mile Crossing Blvd.

District: GI

Chairman Wall asked if the applicant was present to speak on the project.

Steve Shultz, MRB Group proposing a similar building to lot #18 which was presented and approved by the board few years ago. This is thirty-three thousand (33,000) square feet for a flex office, warehouse, projecting about twenty (20) percent office and eighty (80) percent warehouse, fifty-five (55) parking spaces, all in the front (**used rendering to show**). All the buildings in the area have the same type of layout. They have utility improvements associated with the building, water service on each side. Sanitary connection is on each side. Storm drainage will be in the front of the building, catch basins in the parking lot. Extensive landscaping along the front of the building, full size trees lining both the north and the sides, light poles in the front and the back of the building.

Tom Fromberger indicated that the architect just completed his elevation of it. It's sixty (60 feet wider interior, but will be the same look, color and materials as lot #18 building just wider.

Mr. Shultz received comment letters from the county and town engineer and can address all.

Mr. Argent looking at the layout of the suite, looks like the vestibules could accommodate two (2) units tenants, so potentially could be divided? Just looking at the vestibule with two doors.

Mr. Fromberger replied, yes (**used rendering to show**) the one side is more of a warehouse use, but could potentially be divided

Mr. Argenta asked if this has a flat roof?

Mr. Fromberger replied Yes

Chairman Wall looking at the south elevation, looks like the overhead doors and man doors flipped, so might need to be addressed. The landscaping plan is a great plan. Gallina has done a great job throughout the development. Just need to be sure the trees are salt tolerant and to note a one (1) year guarantee on the trees and mulching bench of four (4) inches.

Side Table

Mr. Rappazzo, no additional comments

Mr. Ritchie, no additional comments

Supervisor Giunta, no additional comments

Open to Public hearing None, **Public Hearing Closed**

Executive Session 8:41pm-8:42pm

Chairman Wall motioned to declare the Town of Gates the Lead Agency, and based on the submitted materials and testimony of the applicant, we find this project to be an Unlisted Action project and that there is no negative impact to the environment, and no further SEQR action is required.

Mr. Gartley second All in Favor...Aye Opposed.... None

MOTION PASSED: NEG. DEC.

Chairman Wall motioned to **Grant Preliminary /Final Site Plan Approval for 475 Mile Crossing Blvd., Gallina Development** with the following conditions:

- 1 The applicant shall confirm that the proposed planting are salt tolerant.
- 2 The applicant adds a one (1) year guarantee on the landscaping; mulching bed is four (4) inches in depth.
- 3 The applicant is to provide revised floor plan and building elevations to the town prior to the signature of the Planning Board Chairman.
- 4 All final drainage calculation be provided to the Town Engineer for his review and approval.

- 5 All conditions set forth by the Monroe County Dept. of Planning and Development are to be incorporated into the Final Site Plan.
- 6 The following notes are to be added to the Final Site Plan:
 - a. No outside storage of vehicles and or materials be permitted on the property
 - b. All Signage will conform to Town of Gates standards.
 - c. The applicant is to pay particular attention to the maintenance and cleanliness of the bordering roads to the property during the construction phase to the satisfaction of the Town's Dept. of Public Works.
 - d. The building is to be constructed according to the provided materials to the Board.
- 7 All stamps of approval from all regulatory agencies, including the Fire Marshal, are to be affixed to the Final Site Plan prior to the signature of the Planning Board Chairman
- 8 A letter of credit is submitted to the Department of Public Works in the amounts sufficient to cover drainage, landscape, and as-built-survey.
- 9 The applicant is to address any and all final comments from the Town Engineer and Town's Dept. of Public Works.

Mr. Gartley...seconded.

All in Favor...Aye

Opposed...None

MOTION PASSED: PRELIMINARY/FINAL SITE PLAN APPROVAL

PRELIMINARY PLAN APPROVAL

Manitou Road Flex Suites

OWNER: 3500 Buffalo Rd.

ENGINEER: MRB Group

LOCATION: 3500 Buffalo Rd

District: LI

Chairman Wall asked if the applicant was present to speak on the project.

Sherman Gittens, MRB Group, they were in front of the PB back in October 2022 with a concept plan and took all the comments to heart and have a plan to work towards a preliminary approval.

To recap this project is located at 3500 Buffalo Rd. and will be accessed from Manitou Rd. They developed a plan to have three (3), nine (9) unit flexible use suites with six (6) remaining buildings to be developed later in subsequent phases.

They have worked with the Water Authority and Department of Public Works, figuring out the sanitary needs for this site and where they are exactly.

They will be leaving the three (3) remaining buildings for Phase I and then potentially removing the buildings as each subsequently goes on, keeping the center existing building #2 throughout the whole project.

Greenspace will be added which is currently not there, as well as grading the site to allow for stormwater drainage. They have received comments from the Town Engineer, the County and a Conditional Use Permit from the Town Board for storage on the site as required by the code.

Mr. Argenta, even though not in Phase I, asked what are the existing buildings currently?

Steve, the larger existing building is just a warehouse space, which will remain

Mr. Gittens (**using a rendering**) showed what is be removed and explained building #3 is not a self-contained building, it's more of a covered storage.



APPLICATION SUMMARY

DATE: October 17, 2023

APPLICANT:

fairlife, LLC
1001 W Adams Street
Chicago, IL 60607

TENANT/PROJECT LOCATION:

Tebor Road
Webster, NY 14580

PROJECT SUMMARY:

Fairlife, LLC. is proposing to construct a new manufacturing operation in the Town of Webster to produce milk beverages using cold-filtration process for high-protein sports drinks. The 750,000 sq. ft. manufacturing facility will include milk processing, warehouse and support services buildings. Once operational, the facility will take in 5-6 million pounds of raw whole milk per day from local dairy farmers and is expected to support approximately 850 ongoing local dairy farm jobs in Upstate NY. The applicant is seeking a custom 20-year PILOT agreement that includes a fixed project value not to exceed \$50 million as well as a sales tax exemption. The Town of Webster has submitted a letter confirming the special PILOT agreement. The \$660 million project is projected to create 250 new FTEs over the next three years. The Benefit/Incentive ratio is 10:1.

PROJECT AMOUNT:

\$660,000,000 Lease/Leaseback with Abatement
\$43,824,000 Sales Tax Exemption

JOBS: EXISTING:

NEW:

REQUIREMENT:

0	FTEs
250	FTEs
100	FTEs

PUBLIC HEARING DATE:

October 16, 2023

BENEFIT TO INCENTIVE RATIO:

10:1

SEQR:

REVIEWED AND PROCESS IS COMPLETE.

ELIGIBILITY:

MANUFACTURER

APPROVED PURPOSE:

JOB CREATION

Monroe County Industrial Development Agency
MRB Cost Benefit Calculator



Date: October 17, 2023
Project Title: fairlife, LLC
Project Location: Tebor Road, Webster, NY

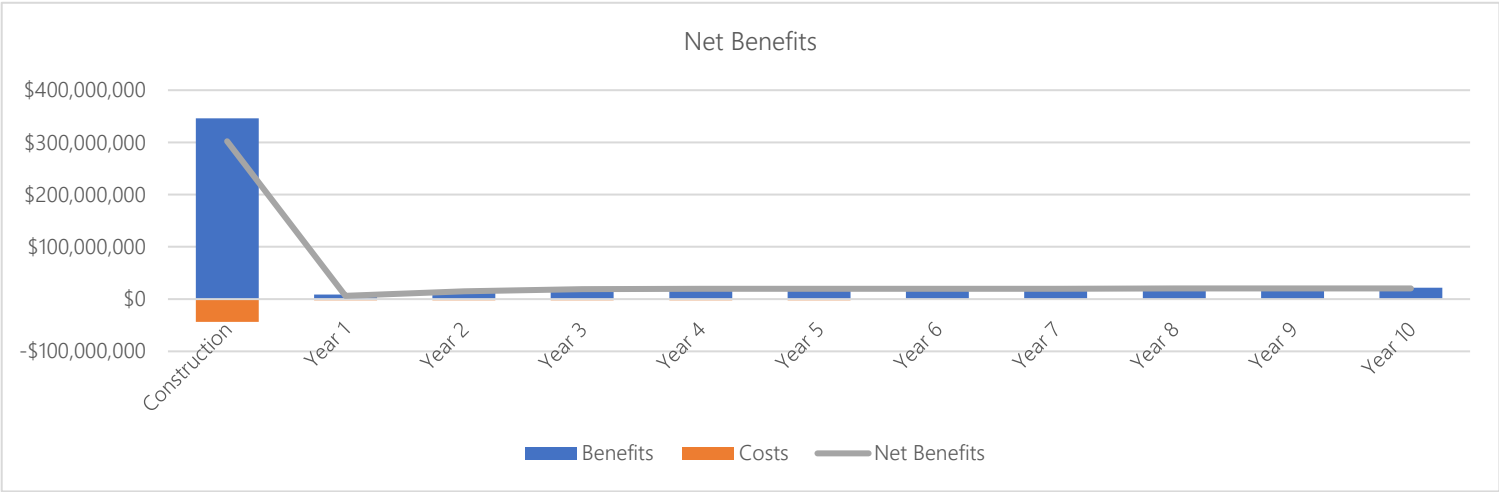
Economic Impacts

Summary of Economic Impacts over the Life of the PILOT
Project Total Investment
\$660,000,000

Temporary (Construction)			
	Direct	Indirect	Total
Jobs	2202	1819	4021
Earnings	\$221,030,600	\$105,761,770	\$326,792,371
Local Spend	\$528,000,000	\$314,245,682	\$842,245,682

Ongoing (Operations)			
Aggregate over life of the PILOT			
	Direct	Indirect	Total
Jobs	250	120	370
Earnings	\$288,000,000	\$100,551,159	\$388,551,159

Figure 1



Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

Figure 2

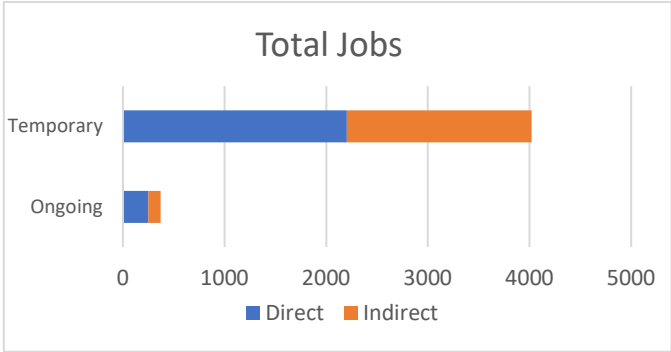
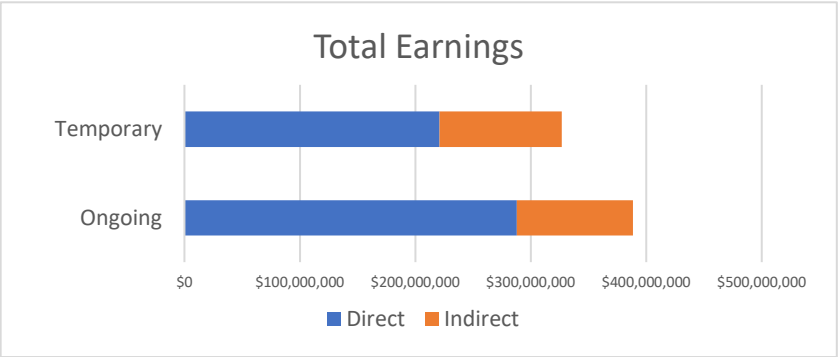


Figure 3



Fiscal Impacts



Cost-Benefit Analysis Tool powered by MRB Group

Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$30,523,500	\$25,204,450
Sales Tax Exemption	\$43,824,000	\$43,824,000
Local Sales Tax Exemption	\$21,912,000	\$21,912,000
State Sales Tax Exemption	\$21,912,000	\$21,912,000
Mortgage Recording Tax Exemption	\$0	\$0
Local Mortgage Recording Tax Exemption	\$0	\$0
State Mortgage Recording Tax Exemption	\$0	\$0
Total Costs	\$74,347,500	\$69,028,450

State and Local Benefits

	Nominal Value	Discounted Value*
Local Benefits	\$737,077,375	\$659,120,809
To Private Individuals	\$715,343,530	\$641,902,591
Temporary Payroll	\$326,792,371	\$326,792,371
Ongoing Payroll	\$388,551,159	\$315,110,220
Other Payments to Private Individuals	\$0	\$0
To the Public	\$21,733,845	\$17,218,218
Increase in Property Tax Revenue	\$16,726,440	\$12,724,900
Temporary Jobs - Sales Tax Revenue	\$2,287,547	\$2,287,547
Ongoing Jobs - Sales Tax Revenue	\$2,719,858	\$2,205,772
Other Local Municipal Revenue	\$0	\$0
State Benefits	\$37,197,864	\$33,378,935
To the Public	\$37,197,864	\$33,378,935
Temporary Income Tax Revenue	\$14,705,657	\$14,705,657
Ongoing Income Tax Revenue	\$17,484,802	\$14,179,960
Temporary Jobs - Sales Tax Revenue	\$2,287,547	\$2,287,547
Ongoing Jobs - Sales Tax Revenue	\$2,719,858	\$2,205,772
Total Benefits to State & Region	\$774,275,238	\$692,499,744

Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$659,120,809	\$47,116,450	14:1
State	\$33,378,935	\$21,912,000	2:1
Grand Total	\$692,499,744	\$69,028,450	10:1

*Discounted at 2%

Additional Comments from IDA

0

Does the IDA believe that the project can be accomplished in a timely fashion?

Yes

Motion By: _____
Seconded By: _____

RESOLUTION
 (fairlife, LLC Project)
 OSC Code 2602-23-025A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on October 17, 2023 at 12:00 p.m.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON OCTOBER 16, 2023, WITH RESPECT TO A CERTAIN PROJECT (AS DEFINED BELOW) BEING UNDERTAKEN BY FAIRLIFE, LLC, OR A RELATED ENTITY FORMED OR TO BE FORMED (THE "COMPANY"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, AND (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT ("PILOT AGREEMENT"); AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **FAIRLIFE, LLC**, a Delaware limited liability company for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in an aggregate approximately 120-acre parcel of land located on Tebor Road and Basket Road in the Town of Webster, New York 14580 and all other lands in the Town of Webster where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"); (B) the construction of an approximately 745,000 square-foot milk processing/warehouse building thereon (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility") to be used by the Company in its business of producing milk beverages; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, pursuant to Section 859-a of the Act, on Monday, October 16, 2023, at 5:00 p.m., local time, at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined below) being contemplated by the Agency, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the as its agent for the purpose of undertaking the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company and (iii) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility and (b) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Town of Webster Town Board (the "Town Board"), as lead agency, conducted a coordinated review of the Project pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), which resulted in the issuance of a negative declaration by the Town Board, dated September 7, 2023 (the "Negative Declaration"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of undertaking the Project; and

(d) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Town Board has conducted a review of the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). In addition to classifying the Project as a "Type I Action" pursuant to SEQRA, the Town Board also issued a Negative Declaration on September 7, 2023, determining that the Project did not present a potential significant adverse environmental impact. The Agency, having reviewed the materials presented by the Company, further determines that the Project does not pose a potential significant adverse environmental impact and thus ratifies the Negative Declaration previously issued by the Town Board pursuant to 6 N.Y.C.R.R. § 617.7.

Section 2. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 3. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings

and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2025** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement, Leaseback Agreement and PILOT Agreement contemplated have not been executed and delivered. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 4. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$547,800,000** which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$43,824,000**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (ii) a partial real property tax abatement.

Section 5. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 6. The form and substance of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 7. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 8. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 9. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 10. This resolution shall take effect immediately.

[Remainder of Page Intentionally Left Blank]

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Troy Milne				
Lisa Bolzner				
Joseph Alloco				
Rhett King				
Norman Jones				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on October 17, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of October, 2023.

Ana J. Liss, Executive Director



APPLICATION FOR ASSISTANCE

Each applicant seeking assistance must complete this application and provide required supplemental forms/documentation.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered deniable by the Freedom of Information Law. This form is available at www.monroecountybusiness.org/application.

Please send completed application via email to EconomicDevelopment@monroecounty.gov. A **non-refundable** application fee of \$350.00 is required. Please see page 12 for additional information on costs and fees.

I. APPLICANT

A. Applicant Information

Name: fairlife, LLC
 Address: 1001 W Adams Street
 City/State/Zip: Chicago, IL 60607
 Tax Id No.: 80-0864026
 Contact Name: Jennifer Thompson
 Title: Tax Manager
 Telephone: 678.977.5136
 E-Mail: jthompson@coca-cola.com

B. Applicant's Legal Counsel

Name: Kevin McAuliffe
 Firm: Barclay Damon LLP
 Address: 125 East Jefferson St.
 City/State/Zip: Syracuse, NY 13202
 Telephone: 315.425.2875
 Email: kmcauliffe@barclaydamon.com

C. Owners of Applicant Company (must total 100%). If an LLC, LP or similar, all members/partners must be listed

Name	%	Corporate Title
The Coca-Cola Company	100 %	
	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	
	%	

II. PROJECT

A. Address of proposed project facility

Address: Tebor Road

Tax Map Parcel Number: See Attached Parcel List

City/Town/Village: Town of Webster

School District: Webster Central

Zip: _____

Current Legal Owner of Property:

See Attached Parcel List

B. Benefits Requested (Check all that apply)

- ☒ Sales Tax Exemption
- ☐ Mortgage Recording Tax Exemption
- ☒ Real Property Tax Abatement
- ☐ Industrial Revenue Bond Financing

C. Description of project (check all that apply)

- ☒ New Construction
- ☐ Existing Facility
- ☐ Acquisition
- ☐ Expansion
- ☐ Renovation/Modernization
- ☒ Acquisition of machinery/equipment
- ☐ Other (specify) _____

D. Proposed User(s)/Tenant(s) of the Facility

If there are multiple Users/Tenants, please attach additional pages.

Are the user and owner related entities? ☐ Yes ☐ No

Company Name: _____

Address: _____

City/State/Zip: _____

Tax ID No: _____

Contact Name: _____

Title: _____

Telephone: _____

Email: _____

% of facility to be occupied by user/tenant: _____

E. Owners of User/Tenant Company (must total 100%)

If an LLC, LP or similar, all members/partners must be listed

Name	%	Corporate Title
_____	%	_____
_____	%	_____
_____	%	_____
_____	%	_____

F. Project Timeline

Proposed Date of Acquisition: Fall 2023

Proposed Commencement Date of Construction: Fall 2023

Anticipated Completion Date: Q4 2025

G. Contractor(s)

Haskell Architects and Engineers

II. PROJECT (cont'd)

- H. Would the project be undertaken without financial assistance from the Agency? ☐ Yes ☒ No

Please explain why financial assistance is necessary.

fairlife, LLC has conducted a competitive multi-state search for the most appropriate site for the Project. When determining the site, fairlife, LLC takes into account many factors including, but not limited to, costs, economic incentives, transportation efficiency, location/infrastructure, design of building type, available workforce, local dairy availability, allocation of corporate capital and ultimately, receipt of Senior Management approval.

The financial assistance available through the agency will give the project certainty with respect to project taxes and enhance the competitiveness of the project's after-tax financial return relative to other alternative sites under consideration in other states.

- I. Are other facilities or related companies located within New York State?

☒ Yes ☐ No

Location:

TCCC Office

BA Sports Nutrition LLC

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 ☒ No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the state?

☐ Yes ☒ No

If Yes to either question, explain how the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Applicant or User's competitive position in its respective industry:

- J. State Environmental Quality Review (SEQR) Act Compliance

COMIDA, in granting assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act (SEQR).

Does the proposed project require discretionary permit, license or other type of approval by the state or local municipality?

☒ YES - Include a copy of any SEQR documents related to this Project including Environmental Assessment Form, Final Determination, Local Municipality Negative Declaration, etc.

☐ NO

II. PROJECT (cont'd)

K. DESCRIPTION OF THE PROJECT AND BACKGROUND ON USER(S) OF THE FACILITY

NAICS Code: 3121

fairlife, LLC, which launched in 2012, is a rapidly growing dairy company offering a broad portfolio of products in the value-added dairy category across North America. Value-added dairy products have been one of the fastest-growing nonalcoholic beverage categories in the United States, with fairlife now exceeding \$1 billion of annual sales with 7 years of double-digit volume growth. fairlife's continued growth has been supported by new product innovation ranging from delicious lactose-free, ultra-filtered milk with less sugar and more protein than competing brands, to high-protein recovery and nutrition shakes and drinkable snacks. In 2020, fairlife was purchased by The Coca-Cola Company, the world's largest nonalcoholic beverage company. With fairlife's vibrant growth, it needs to expand its manufacturing footprint in the Northeastern US. The proposed project, subject to receipt of all permits and approvals, would involve building a new production facility in the Town of Webster on land off of Tebor and Basket Road and would provide a significant economic development opportunity for the region.

The new \$650 million state-of-the-art manufacturing facility would produce nutritious and great-tasting milk beverages made using a patented cold-filtration process that removes lactose and sugars while concentrating the natural proteins, nutrients, and minerals found in milk. The line of delicious, creamy, lactose-free fairlife products includes: fairlife ultra-filtered milk, cow's milk with 50% more protein and 50% less sugar than regular milk; Core Power High Protein Shakes, a sports drink for athletes and fitness enthusiasts to help build lean muscle and support workout recovery; and fairlife Nutrition Plan, a high protein meal replacement shake. The construction phase of the project is expected to create ~500 construction jobs.

The project would entail the construction of approximately 745,000 square feet of milk processing, warehouse, and support services buildings and is expected to create 250 new jobs. The Company expects to break ground on the project in the fall of 2023, subject to appropriate approvals, obtaining certain economic development incentives, and final diligence, with the facility slated to be operational by Q4 2025.

The facility will take in 5 to 6 million pounds of raw whole milk per day from local dairy farmers to support 3 extended shelf and/or aseptic high protein dairy beverage integrated processing lines. The facility's raw milk intake is expected to support ~850 ongoing local dairy farm jobs.

III. PROPERTY TAX ABATEMENT/PAYMENT IN LIEU OF TAX AGREEMENT (PILOT)

Check One:

☐ **JOBSPLUS**

Requirements:

- Applicant must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **LEASEPLUS**

Requirements:

- University and/or medical related facilities in which a 501(c)3 entity leases from a for-profit entity.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **ENHANCED JOBSPLUS**

Requirements:

- A minimum \$15 million investment AND
- A minimum of 100 new jobs

☐ **GREEN JOBSPLUS**

Requirements:

- LEED® Certification – Project must be rated as Certified, Gold, Silver or Platinum by the United States Green Building Council's Leadership in Energy and Environmental Design (LEED®) Green Building Rating System.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **SHELTER RENT**

For student housing or affordable housing projects.

☒ **Local Tax Jurisdiction Sponsored PILOT**

☐ **NO PROPERTY TAX ABATEMENT IS SOUGHT FOR THIS PROJECT**

IV. APPLICANT PROJECT COSTS

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipment of the project by the APPLICANT.

Building Construction or Renovation

- a. Materials a. \$ 256,000,000
b. Labor b. \$ 87,000,000

Site Work

- c. Materials c. \$ 18,200,000
d. Labor d. \$ 9,050,000
e. Non-Manufacturing Equipment e. \$ 160,500,000
f. Manufacturing Equipment f. \$ 113,100,000
g. Equipment Furniture and Fixtures g. \$ _____
h. Land and/or Building Purchase h. \$ 7,500,000
i. Soft Costs (Legal, Architect, Engineering) i. \$ 8,650,000
Other (specify) j. _____ j. \$ _____
k. _____ k. \$ _____
l. _____ l. \$ _____
m. _____ m. \$ _____

Total Project Costs \$ 660,000,000
(must equal Total Sources)

B. Sources of Funds for Project Costs:

- a. Tax-Exempt Industrial Revenue Bond a. \$ _____
b. Taxable Industrial Revenue Bond b. \$ _____
c. Bank Financing c. \$ _____
d. Public Sources d. \$ _____

Identify each state and federal grant/credit

_____ \$ _____
_____ \$ _____
_____ \$ _____
_____ \$ _____

- e. Equity \$ 660,000,000

TOTAL SOURCES \$ 660,000,000
(must equal Total Project Costs)

- C. Has the applicant made any arrangements for the financing of this project

☐ Yes ☒ No

If yes, please specify bank, underwriter, etc.

V. COMPLETE FOR EACH USER/TENANT THAT IS SEEKING SALES TAX EXEMPTIONS USER(S)/TENANT(S) PROJECT COSTS

Use additional sheets as necessary

Company Name _____

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement, and/or equipping of the project by the user(s)/tenant(s) for which a sales tax exemption is requested.

Estimated Costs Eligible for Sales Tax Exemption Benefit

- a. Materials a. \$ _____
b. Labor b. \$ _____
c. Non-Manufacturing Equipment c. \$ _____
d. Manufacturing Equipment d. \$ _____
e. Furniture and Fixtures e. \$ _____
Other (specify): f. _____ f. \$ _____
g. _____ g. \$ _____
h. _____ h. \$ _____
i. _____ i. \$ _____

Total Project Costs \$ _____

Value of Incentives

fairlife

A. IDA PILOT Benefits:

Current Assessment	\$0
Value of New Construction & Renovation Costs	\$50,000,000
Estimated New Assessed Value Subject to IDA	\$50,000,000
Current Taxes	\$0
Current Taxes Escalator	2%
PILOT Terms - Years	20
County Tax rate/\$1,000	10.27000
Local Tax Rate* Tax Rate/\$1,000	5.43000
School Tax Rate /\$1,000	27.14000
Total Tax Rate	42.84000

B. Sales Tax Exemption Benefit:

Estimated value of Sales Tax exemption:	\$43,842,000
Estimated duration of ST exemption:	12/31/2025

C. Mortgage Recording Tax Exemption (MRTE) Benefit:

Estimated Value of MRTE:	\$0
--------------------------	-----

D. Industrial Revenue Bond Benefit

IRB inducement amount:	\$0
------------------------	-----

E. Percentage of Project Costs financed from Public Sector sources:

Total Value of Incentives:	\$63,441,300
Project Construction Costs:	\$660,000,000
	9.61%

PILOT Schedule

PILOT Year	% Abatement	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT Amount	Full Tax Payment w/o PILOT***	Net Exemption**
	Total	\$1,078,350	\$570,150	\$2,849,700	\$4,498,200	\$24,097,500	\$19,599,300
1	95%	\$25,675	\$13,575	\$67,850	\$107,100	\$2,409,750	\$2,302,650
2	90%	\$51,350	\$27,150	\$135,700	\$214,200	\$2,409,750	\$2,195,550
3	90%	\$51,350	\$27,150	\$135,700	\$214,200	\$2,409,750	\$2,195,550
4	80%	\$102,700	\$54,300	\$271,400	\$428,400	\$2,409,750	\$1,981,350
5	80%	\$102,700	\$54,300	\$271,400	\$428,400	\$2,409,750	\$1,981,350
6	75%	\$128,375	\$67,875	\$339,250	\$535,500	\$2,409,750	\$1,874,250
7	75%	\$128,375	\$67,875	\$339,250	\$535,500	\$2,409,750	\$1,874,250
8	70%	\$154,050	\$81,450	\$407,100	\$642,600	\$2,409,750	\$1,767,150
9	70%	\$154,050	\$81,450	\$407,100	\$642,600	\$2,409,750	\$1,767,150
10	65%	\$179,725	\$95,025	\$474,950	\$749,700	\$2,409,750	\$1,660,050
11	65%	\$179,725	\$95,025	\$474,950	\$749,700	\$2,409,750	\$1,660,050
12	55%	\$231,075	\$122,175	\$610,650	\$963,900	\$2,409,750	\$1,445,850
13	55%	\$231,075	\$122,175	\$610,650	\$963,900	\$2,409,750	\$1,445,850
14	50%	\$256,750	\$135,750	\$678,500	\$1,071,000	\$2,409,750	\$1,338,750
15	40%	\$308,100	\$162,900	\$814,200	\$1,285,200	\$2,409,750	\$1,124,550
16	35%	\$333,775	\$176,475	\$882,050	\$1,392,300	\$2,409,750	\$1,017,450
17	30%	\$359,450	\$190,050	\$949,900	\$1,499,400	\$2,409,750	\$910,350
18	25%	\$385,125	\$203,625	\$1,017,750	\$1,606,500	\$2,409,750	\$803,250
19	20%	\$410,800	\$217,200	\$1,085,600	\$1,713,600	\$2,409,750	\$696,150
20	10%	\$462,150	\$244,350	\$1,221,300	\$1,927,800	\$2,409,750	\$481,950
-		-	-	-	-	-	-

VII. PROJECTED EMPLOYMENT

Complete for each Applicant or User/Tenant

Company Name: fairlife, LLCApplicant: ☒ or User/Tenant: ☐

Applicant/Tenant creating jobs must submit most recent NYS-45 or equivalent.

	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)	0	0	250	>90%
Part Time (PTE)				
Total	0	0	250	>90%

** 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 Marker Area, in the fourth column. The Labor Marker Area includes: Monroe County, Orleans County, Genesee County, Wyoming County, Livingston County, Ontario County, Wayne County, Yates County, and Seneca County chosen at the Agency's discretion.

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VIII. LOCAL LABOR

To be completed by all Applicants and Users/Tenants of Projects which include the construction of new, expanded or renovated facilities:

Company Name fairlife, LLC

Applicant: ☒ and/or User/Tenant: ☐

The County of Monroe Industrial Development Agency (IDA) was established for the purpose of creating employment opportunities for, and to promote the general prosperity and economic welfare of the residents of Monroe County. The IDA offers economic incentives and benefits to qualified applicants who wish to locate or expand their businesses or facilities in Monroe County. When the IDA approves a project, it enters into agreements to extend these incentives and benefits to the applicant.

Construction jobs are vital to the overall employment opportunities and economic growth in Monroe County. The IDA believes that companies benefiting from its incentive programs should employ local laborers, mechanics, craft persons, journey workers, equipment operators, truck drivers and apprentices ("construction workers"), during the construction phase of projects.

100% Local Labor

Applicants receiving IDA benefits *must* ensure that the it and/or its contractor/developer hire **100% of its construction workers from the local labor market.**

Local Labor Market

For the purpose of this policy, the local labor market is defined as construction workers residing in the following counties in New York State: Monroe, Genesee, Livingston, Orleans, Ontario, Seneca, Steuben, Wayne, Wyoming and Yates.

Bid Processing

Local participation in qualified projects receiving IDA economic incentives and benefits is vital to the economic growth of Monroe County. As such, all applicants/contractors/developers of a qualified project with a minimum \$5,000,000 investment must place any and all invitations to bid in the Builders Exchange of Rochester Plan Room (<https://robex.com/planroom/>) two weeks before the bids are due.

Monitoring

A third-party auditing firm ("Project Monitor") will be engaged to monitor construction work commencing on the date benefits are granted by resolution of the IDA Board.

Once approved for IDA benefits, all applicants will be required to provide to the Project Monitor and the Exemption Processor (as hereinafter defined) the following information:

1. Contact information for the applicant's representative who will be responsible and accountable for providing information about the bidding and awarding of construction contracts relative to the applicant's project; and
2. Description of the nature of construction jobs created by the project, including in as much detail as possible, the number, type and duration of construction positions.

All Monroe County IDA projects are subject to local monitoring by the IDA and the Project Monitor. Proof of residency or copy of drivers' license shall be checked by the Project Monitor during the Project Monitor's periodic inspection of the project.

The Project Monitor shall issue a report to the IDA staff immediately when an applicant or applicant's contractor is not in compliance with this labor policy. IDA staff shall advise the IDA Board of non-compliance by email or at the next scheduled meeting. If a violation of policy has occurred, the Project Monitor shall notify the applicant and contractor of such non-compliance and give applicant a warning of violation and 72 hours in which to correct such violation. Upon evidence of continued non-compliance or additional violations, the IDA and/or the Project Monitor shall notify the applicant that the project is in violation of the Monroe County IDA Labor Policy and is subject to IDA Board action which may result in the revocation, termination and/or recapture of any or all benefits conferred by the IDA.

Initial

Signage

The applicant/contractor/developer of an IDA approved project shall be required to maintain a sign, provided by the Project Monitor, on the project site at all times during construction. This sign shall be located in an area that is accessible to onsite workers and visitors, which should be clear and legible.

Initial

Exemption Process

In some instances, use of 100% local labor may not be possible for any of the following reasons:

- Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation by only approved installers (a copy of the equipment warranty confirming the use of specific installers must be provided). The granting of an exemption for the use of non-local labor on warranty related grounds is expressly conditioned on either (i) said non-local sub-contractors being enrolled in a New York State certified apprenticeship program (proof of such enrollment shall be provided to the IDA upon request) or (ii) the hiring of an apprentice/apprentices or local construction laborer(s) to assist in the installation.
- Specialized construction is required and no local contractors or local construction workers have the required skills, certifications or training to perform the work (proof of communication with local contractors, or details of the specialized construction must be provided);
- Significant cost differentials in bids whereby use of local labor significantly increases the cost of the project. Three (3) bids are required and a cost differential of 25% is deemed significant. Where there is a significant cost differential, that if the local labor contractor agrees to reduce the bid to the average of the two bids, no waiver will be granted. However, if the average is still 25% or more, a waiver will be granted (copies of all bids/proposals received, including pricing, must be provided to confirm cost differential).
- No local labor available for the project (if local bids were solicited with no response, please provide a copy of the bid, explain how it was advertised, and list who the bids were requested from).

The request to secure an exemption for the use of non-local labor must be received from the applicant on the exemption form provided by the IDA or the 3rd party exemption monitor (the "Exemption Processor") and received by the Exemption Process forty-five (45) days in advance of work commencing. The request will be reviewed by the Exemption Processor and forwarded to the IDA, at which time the IDA's Executive Director shall have the authority to approve or disapprove the exemption. The Exemption Processor shall report each authorized exemption to the Board of Directors at its monthly meeting.

The applicant has read the Labor Policy and agrees to adhere to it without changes and shall require its construction manager, general contractor and sub-contractors who are not exempt to acknowledge the same.

The foregoing terms have been read, reviewed and understood by the Applicant or User/Tenant and all appropriate personnel. Furthermore, 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 materialman. Furthermore, the undersigned agrees to post and maintain a sign, provided by COMIDA, in a prominent, easily accessible location, identifying the project as a recipient of COMIDA assistance and the local labor requirements associated with this assistance.

Furthermore, the undersigned realizes that failure to abide by the terms herein could result in COMIDA revoking all or any portion of benefits it deems reasonable in its sole discretion for any violation hereof.

ANDREW C. ARQUETTE
 (APPLICANT COMPANY)

 Signature, Title, Date
 CFO 9/19/23

 (TENANT COMPANY)
 Signature, Title, Date

IX. FEES

Transaction Type	Fees
Lease/Leaseback including any/all of the following: 1. PILOT Agreement 2. Sales and Tax Exemption* 3. Mortgage Tax Exemption	Application Fee: Non-refundable \$350.00 IDA Fee: 0.75% of the total project cost Legal Fee: 0.33% of the IDA fee. Minimum fee of \$4,000.
Sales Tax Exemption* and/or Mortgage Recording Tax Exemption	Application Fee: Non-refundable \$350.00 IDA Fee: 0.50% of the total project cost Legal Fee: 0.33% of the IDA fee. Minimum fee of \$4,000 if transaction includes mortgage recording tax exemption. Minimum fee of \$750 if transaction is sales tax exemption only.
Bond: Taxable or Tax-Exempt with Lease/Leaseback Including any/all of the following: 1. PILOT Agreement 2. Sales Tax Exemption* 3. Mortgage Tax Exemption	Application fee: Non-refundable \$350 IDA Fee: 1.25% of the total project cost Legal Fee: 0.33% of IDA fee Designated Bond Counsel fee is based on the complexity and amount of the transaction
Bond: Taxable or Tax-Exempt	Application fee: Non-refundable \$350 IDA Fee: 1.00% of the total project cost Legal fee: 0.33% of the IDA fee Designated Bond Counsel fee is based on the complexity and amount of the transaction.

*If the sales tax benefits are required prior to closing, a non-refundable twenty-five percent (25%) of the IDA fee and Legal fees are payable at that time. This amount will be applied towards the IDA fee and Legal fee.

ANDREW C ARQUETTE

(APPLICANT COMPANY)
[Signature] CFO 9/19/23

Signature , Title Date

(TENANT COMPANY)

Signature , Title Date

X. CERTIFICATION

The undersigned company officer and/or user/tenant officer each hereby certifies, on behalf of the company and/or user/tenant, respectively (each singularly and together, the "Applicant"), as follows:

- A. The information contained in this Application, including employment information, is true and correct. The Applicant is aware that any material misrepresentation made in this Application constitutes an act of fraud, resulting in revocation of COMIDA benefits.
- B. The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which have ownership of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term of any agreements made in connection with this Application.
- C. Compliance with N.Y. GML Sec. 862(1): 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.
- D. Compliance with Applicable Laws: 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.
- E. False and Misleading Information: 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.
- F. Recapture: Should the Applicant not expend as projected or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- G. Pay Equity: The Applicant and/or user/tenant officer certifies on behalf of the company and/or user/tenant (the Applicant) has not been the subject of an adverse finding under the equal pay laws within the previous five years, has disclosed any pending equal pay claims against the company at time of application, and shall disclose to COMIDA any pending claims or adverse findings under the equal pay laws during the term of COMIDA financial assistance agreement.
- H. Applicant hereby releases the COMIDA ("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, this Application, regardless of whether or not this Application or the Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, renovation and/or equipping of the Project described herein; 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. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law, that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project may be subject to recapture by the Agency under such terms and conditions as will be set forth in the Agent Agreement 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 New York State and local sales and use tax exemption benefits, is true, accurate and complete.

APPLICANT COMPANY

ANDREW CARQUETTE
CFD 9/19/23
 Signature, Title Date

TENANT COMPANY

 Signature, Title Date

Property Ownership
fairlife, LLC

Parcel IDs: 265489 066.03-1-28.111, 265489 066.03-1-28.113, 265489 066.03-1-18.11, 265489 066.03-1-20.1 (partial)
Keith Burrows
656 Basket Road
Webster, NY 14580

Parcel ID: 265489 066.03-1-27.214 (partial)
Sharon Zimmerman
ERK Properties, LLC
1807 Tebor Rd
Webster, NY 14580

EXHIBIT A**fairlife PILOT Agreement Proposal**

fairlife, LLC (the “Applicant”) proposes a fixed payment PILOT calculated using \$50,000,000 as the value of the project, in accordance with the schedule attached hereto.

EXHIBIT B

fairlife Fixed PILOT Payment Proposal

Total PILOT Payment Schedule

	IDA EXEMPTION SCHEDULE	
Tax Rate	42.84	
Assessed value	\$ 50,000,000	
PILOT Year After Completion of Construction	PILOT Exemption	PILOT Payment
Year 1	95%	\$ 107,100
Year 2	90%	\$ 214,200
Year 3	90%	\$ 214,200
Year 4	80%	\$ 428,400
Year 5	80%	\$ 428,400
Year 6	75%	\$ 535,500
Year 7	75%	\$ 535,500
Year 8	70%	\$ 642,600
Year 9	70%	\$ 642,600
Year 10	65%	\$ 749,700
Year 11	65%	\$ 749,700
Year 12	55%	\$ 963,900
Year 13	55%	\$ 963,900
Year 14	50%	\$ 1,071,000
Year 15	40%	\$ 1,285,200
Year 16	35%	\$ 1,392,300
Year 17	30%	\$ 1,499,400
Year 18	25%	\$ 1,606,500
Year 19	20%	\$ 1,713,600
Year 20	10%	\$ 1,927,800
Totals		\$ 17,671,500

PILOT DISTRIBUTION SCHEDULE

DISTRIBUTION OF PILOT AND LAND TAX		
Town	School	County
12.6800%	63.3535%	23.9665%
\$ 13,580	\$ 67,852	\$ 25,668
\$ 27,161	\$ 135,703	\$ 51,336
\$ 27,161	\$ 135,703	\$ 51,336
\$ 54,321	\$ 271,406	\$ 102,672
\$ 54,321	\$ 271,406	\$ 102,672
\$ 67,902	\$ 339,258	\$ 128,340
\$ 67,902	\$ 339,258	\$ 128,340
\$ 81,482	\$ 407,110	\$ 154,009
\$ 81,482	\$ 407,110	\$ 154,009
\$ 95,062	\$ 474,961	\$ 179,677
\$ 95,062	\$ 474,961	\$ 179,677
\$ 122,223	\$ 610,664	\$ 231,013
\$ 122,223	\$ 610,664	\$ 231,013
\$ 135,803	\$ 678,516	\$ 256,681
\$ 162,964	\$ 814,219	\$ 308,017
\$ 176,544	\$ 882,071	\$ 333,685
\$ 190,124	\$ 949,922	\$ 359,353
\$ 203,705	\$ 1,017,774	\$ 385,021
\$ 217,285	\$ 1,085,625	\$ 410,690
\$ 244,446	\$ 1,221,329	\$ 462,026
\$ 2,240,752	\$ 11,195,512	\$4,235,237

Tax rates

County	\$ 10.27	\$ 0.2397
Town	\$ 5.43	\$ 0.1268
School	\$ 27.14	\$ 0.6335
	\$ 42.84	
Fire	\$ 1.50	

Town of Webster

Community Planning and Development



90

1000 Ridge Road, Webster, NY 14580-2917

(585) 872-7032

WebsterNY.gov

September 14, 2023

From: Town of Webster Community Planning and Development Department

Re: SEQR Determination of Significance on the fairlife project

Action: To construct an approximately 745,000 square foot dairy processing facility on +/- 110-acre site on Tebor Road, directly north of NYS Route 104 in the Town of Webster

SEQRA Classification: Type I Action

SEQRA Determination: Negative Declaration

To whom it may concern:

This letter is to inform you that the Town of Webster Town Board (Lead Agency), at its regular meeting on September 7, 2023 made a determination of significance (negative declaration) on the fairlife project. Enclosed with this notice is a supplemental information and includes:

- The formal resolution passed by the Town Board.
- The Part 3 form.
- Supporting documents reference page.
- Part 3 Narrative supporting the determination of significance.

For further information:

Contact Person: Josh Artuso, Director of Community Development

Address: 1000 Ridge Road
Webster, NY 14580

Telephone: (585) 872-7028

Fax: (585) 872-1352

Email: jartuso@websterny.gov

A copy of this Notice was also sent to:

New York State Department of Environmental Conservation, Region 8 Office (involved agency)
New York State Department of Transportation, Region 4
Empire State Development
County of Monroe Industrial Development Agency (COMIDA)
Monroe County Department of Transportation (involved agency)
Monroe County Department of Health
Monroe County Water Authority
Monroe County Department of Planning and Development (interested agency)

585-872-7032 • 585-872-1352 (fax)

Planning-Zoning@ci.webster.ny.us • www.websterny.gov/106/Community-Planning-Development

Town of Webster Planning Board (involved agency)
Town of Webster Zoning Board of Appeals (involved agency)
Town of Webster Sewer Department
Town of Ontario
Wayne County Planning Department
Webster Central School District

RESOLUTION NO. 305 OF 2023 OF THE TOWN BOARD FOR THE TOWN OF WEBSTER ADOPTING PART 2 AND PART 3 OF THE FULL ENVIRONMENTAL ASSESSMENT FORM AND MAKING A DETERMINATION OF SIGNIFICANCE UNDER THE STATE ENVIRONMENTAL QUALITY REVIEW ACT FOR THE DEVELOPMENT OF A PRODUCTION FACILITY BY fairlife® LLC, A SUBSIDIARY OF THE COCA-COLA COMPANY, IN THE TOWN OF WEBSTER

At a regular meeting of the Webster Town Board of the Town of Webster, Monroe County, New York, held at the Town Board Meeting Room, 1002 Ridge Road, Webster, New York, on the 7th day of September 2023 at 7:30 p.m., there were present:

Supervisor Thomas J. Flaherty
 Councilman William G. Abbott
 Councilman John J. Cahill
 Councilwoman Patricia T. Cataldi
 Councilwoman Ginny L. Nguyen

The following Resolution was offered by Supervisor Flaherty and moved its adoption:

WHEREAS, a proposed development of real property located at the eastern terminus of Tebor Road for a dairy processing facility, consisting of a total of 110.40 acres, has been proposed by fairlife® LLC ("the fairlife® Project"); and

WHEREAS, the Town of Webster Town Board ("Town Board") after due notice and consent of all Involved Agencies, either by express consent or implied consent by failure to object within the mandated notice period, established itself as lead agency for the conduct of the coordinated environmental review of this Type I action on August 17, 2023; and

WHEREAS, the Town Board has reviewed and carefully considered the potential environmental impacts of the project as proposed and mitigated by fairlife® ("project sponsor"), as set forth in the Part 1 of the Full Environmental Assessment Form (FEAF) as supplemented by the additional materials, studies and responses to comments provided by the project sponsor, comments from Involved Agencies and Interested Parties, as well as comments from Town staff and consultants; and

WHEREAS, the Town Board has evaluated whether each potential environmental impact is adverse and significant; and

WHEREAS, the Town Board is mandated to complete Part 2 (Identification of Potential Project Impacts) and Part 3 (Evaluation of the Magnitude and Importance of Project Impacts and Determination of Significance) of the FEAF to document its evaluation, findings and conclusions.

NOW, THEREFORE, BE IT RESOLVED:

That the Town of Webster Town Board adopts the attached Parts 2 and Part 3 of the FEAF and determines that the fairlife® Project will not have any significant adverse environmental impacts, and therefore, hereby, issues a negative declaration under the State Environmental Quality Review Act.

Seconded by Councilman Abbott and duly put to a vote, which resulted as follows:

VOTE ON MOTION:

Supervisor Thomas J. Flaherty	Aye
Councilman William G. Abbott	Aye
Councilman John J. Cahill	Aye
Councilwoman Patricia T. Cataldi	Aye
Councilwoman Ginny L. Nguyen	Aye

MOTION CARRIED

Enter: September 7, 2023

Dorothy M. Maguire
 DOROTHY M. MAGUIRE
 Town Clerk
 Town of Webster

State Of New York
 County of Monroe
 Town of Webster

This will certify that I have examined the within exhibit and find it to be an exact copy of the original which is filed in the office of the Town Clerk of the Town of Webster, Monroe County, New York.

Dorothy M. Maguire
 Town Clerk

Seal

Date

September 10, 2023

Project :

fairlife

Date :

August 31, 2023

Full Environmental Assessment Form
Part 3 - Evaluation of the Magnitude and Importance of Project Impacts
and
Determination of Significance

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

Reasons Supporting This Determination:

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

While no impacts were identified as "Moderate to Large" in Part 2 of the FEAF, the attached "Reasons Supporting This Determination of Significance" narrative constitutes satisfaction of the "hard look" and "reasoned elaboration" standards mandated by SEQR and case law and forms the foundation for the complete environmental review and determination made herein.

Determination of Significance - Type 1 and Unlisted Actions

SEQR Status:

☒ Type 1

☐ Unlisted

Identify portions of EAF completed for this Project: ☒ Part 1

☒ Part 2

☒ Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information
See attached list

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the
Town of Webster Town Board as lead agency that:

☒ A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

☐ B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

☐ C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: Project Izzo (fairlife LLC, subsidiary of the Coca-Cola Company)

Name of Lead Agency: Town of Webster Town Board

Name of Responsible Officer in Lead Agency: The Hon. Thomas J. Flaherty

Title of Responsible Officer: Supervisor

Signature of Responsible Officer in Lead Agency:

Date:

9/13/23

Signature of Preparer (if different from Responsible Officer)

Date:

For Further Information:

Contact Person: The Hon. Thomas J. Flaherty

Address: 1000 Ridge Road Webster, NY 14580

Telephone Number: (585) 872-1000

E-mail: tflaherty@ci.webster.ny.com

For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:

Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)

Other involved agencies (if any)

Applicant (if any)

Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

Full Environmental Assessment Form
Part 2 - Identification of Potential Project Impacts

Project :	Agency Use Only [If applicable] ⁹⁶
Date :	fairlife
	August 31, 2023

Part 2 is to be completed by the lead agency. Part 2 is designed to help the lead agency inventory all potential resources that could be affected by a proposed project or action. We recognize that the lead agency's reviewer(s) will not necessarily be environmental professionals. So, the questions are designed to walk a reviewer through the assessment process by providing a series of questions that can be answered using the information found in Part 1. To further assist the lead agency in completing Part 2, the form identifies the most relevant questions in Part 1 that will provide the information needed to answer the Part 2 question. When Part 2 is completed, the lead agency will have identified the relevant environmental areas that may be impacted by the proposed activity.

If the lead agency is a state agency and the action is in any Coastal Area, complete the Coastal Assessment Form before proceeding with this assessment.

Tips for completing Part 2:

- Review all of the information provided in Part 1.
- Review any application, maps, supporting materials and the Full EAF Workbook.
- Answer each of the 18 questions in Part 2.
- If you answer "Yes" to a numbered question, please complete all the questions that follow in that section.
- If you answer "No" to a numbered question, move on to the next numbered question.
- Check appropriate column to indicate the anticipated size of the impact.
- Proposed projects that would exceed a numeric threshold contained in a question should result in the reviewing agency checking the box "Moderate to large impact may occur."
- The reviewer is not expected to be an expert in environmental analysis.
- If you are not sure or undecided about the size of an impact, it may help to review the sub-questions for the general question and consult the workbook.
- When answering a question consider all components of the proposed activity, that is, the "whole action".
- Consider the possibility for long-term and cumulative impacts as well as direct impacts.
- Answer the question in a reasonable manner considering the scale and context of the project.

1. Impact on Land Proposed action may involve construction on, or physical alteration of, the land surface of the proposed site. (See Part 1. D.1) <i>If "Yes", answer questions a - j. If "No", move on to Section 2.</i>			
		<input type="checkbox"/> NO	<input checked="" type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may involve construction on land where depth to water table is less than 3 feet.	E2d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may involve construction on slopes of 15% or greater.	E2f	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve construction on land where bedrock is exposed, or generally within 5 feet of existing ground surface.	E2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve the excavation and removal of more than 1,000 tons of natural material.	D2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may involve construction that continues for more than one year or in multiple phases.	D1e	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in increased erosion, whether from physical disturbance or vegetation removal (including from treatment by herbicides).	D2e, D2q	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. The proposed action is, or may be, located within a Coastal Erosion hazard area.	B1i	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

2. Impact on Geological Features

The proposed action may result in the modification or destruction of, or inhibit access to, any unique or unusual land forms on the site (e.g., cliffs, dunes, minerals, fossils, caves). (See Part 1. E.2.g)

☒ NO☐ YES

If "Yes", answer questions a - c. If "No", move on to Section 3.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Identify the specific land form(s) attached: _____	E2g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may affect or is adjacent to a geological feature listed as a registered National Natural Landmark. Specific feature: _____	E3c	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

3. Impacts on Surface Water

The proposed action may affect one or more wetlands or other surface water bodies (e.g., streams, rivers, ponds or lakes). (See Part 1. D.2, E.2.h)

☐ NO☒ YES

If "Yes", answer questions a - l. If "No", move on to Section 4.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may create a new water body.	D2b, D1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in an increase or decrease of over 10% or more than a 10 acre increase or decrease in the surface area of any body of water.	D2b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve dredging more than 100 cubic yards of material from a wetland or water body.	D2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve construction within or adjoining a freshwater or tidal wetland, or in the bed or banks of any other water body.	E2h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may create turbidity in a waterbody, either from upland erosion, runoff or by disturbing bottom sediments.	D2a, D2h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may include construction of one or more intake(s) for withdrawal of water from surface water.	D2c	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may include construction of one or more outfall(s) for discharge of wastewater to surface water(s).	D2d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may cause soil erosion, or otherwise create a source of stormwater discharge that may lead to siltation or other degradation of receiving water bodies.	D2e	<input checked="" type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may affect the water quality of any water bodies within or downstream of the site of the proposed action.	E2h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may involve the application of pesticides or herbicides in or around any water body.	D2q, E2h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may require the construction of new, or expansion of existing, wastewater treatment facilities.	D1a, D2d	<input checked="" type="checkbox"/>	<input type="checkbox"/>

I. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>
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4. Impact on groundwater

The proposed action may result in new or additional use of ground water, or may have the potential to introduce contaminants to ground water or an aquifer.
(See Part 1. D.2.a, D.2.c, D.2.d, D.2.p, D.2.q, D.2.t)

☒ NO

☐ YES

If "Yes", answer questions a - h. If "No", move on to Section 5.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may require new water supply wells, or create additional demand on supplies from existing water supply wells.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
b. Water supply demand from the proposed action may exceed safe and sustainable withdrawal capacity rate of the local supply or aquifer. Cite Source: _____	D2c	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may allow or result in residential uses in areas without water and sewer services.	D1a, D2c	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may include or require wastewater discharged to groundwater.	D2d, E2l	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the construction of water supply wells in locations where groundwater is, or is suspected to be, contaminated.	D2c, E1f, E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may require the bulk storage of petroleum or chemical products over ground water or an aquifer.	D2p, E2l	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may involve the commercial application of pesticides within 100 feet of potable drinking water or irrigation sources.	E2h, D2q, E2l, D2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

5. Impact on Flooding

The proposed action may result in development on lands subject to flooding.
(See Part 1. E.2)

☐ NO

☒ YES

If "Yes", answer questions a - g. If "No", move on to Section 6.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in development in a designated floodway.	E2i	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in development within a 100 year floodplain.	E2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in development within a 500 year floodplain.	E2k	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in, or require, modification of existing drainage patterns.	D2b, D2e	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may change flood water flows that contribute to flooding.	D2b, E2i, E2j, E2k	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. If there is a dam located on the site of the proposed action, is the dam in need of repair, or upgrade?	E1e	<input checked="" type="checkbox"/>	<input type="checkbox"/>

g. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>
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6. Impacts on Air The proposed action may include a state regulated air emission source. <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES (See Part 1. D.2.f., D.2.h, D.2.g) <i>If "Yes", answer questions a - f. If "No", move on to Section 7.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. If the proposed action requires federal or state air emission permits, the action may also emit one or more greenhouse gases at or above the following levels: i. More than 1000 tons/year of carbon dioxide (CO ₂) ii. More than 3.5 tons/year of nitrous oxide (N ₂ O) iii. More than 1000 tons/year of carbon equivalent of perfluorocarbons (PFCs) iv. More than .045 tons/year of sulfur hexafluoride (SF ₆) v. More than 1000 tons/year of carbon dioxide equivalent of hydrochloroflourocarbons (HFCs) emissions vi. 43 tons/year or more of methane	D2g D2g D2g D2g D2g D2h	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
b. The proposed action may generate 10 tons/year or more of any one designated hazardous air pollutant, or 25 tons/year or more of any combination of such hazardous air pollutants.	D2g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may require a state air registration, or may produce an emissions rate of total contaminants that may exceed 5 lbs. per hour, or may include a heat source capable of producing more than 10 million BTU's per hour.	D2f, D2g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may reach 50% of any of the thresholds in "a" through "c", above.	D2g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the combustion or thermal treatment of more than 1 ton of refuse per hour.	D2s	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

7. Impact on Plants and Animals The proposed action may result in a loss of flora or fauna. (See Part 1. E.2. m.-q.) <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES <i>If "Yes", answer questions a - j. If "No", move on to Section 8.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may cause reduction in population or loss of individuals of any threatened or endangered species, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2o	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction or degradation of any habitat used by any rare, threatened or endangered species, as listed by New York State or the federal government.	E2o	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may cause reduction in population, or loss of individuals, of any species of special concern or conservation need, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2p	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in a reduction or degradation of any habitat used by any species of special concern and conservation need, as listed by New York State or the Federal government.	E2p	<input checked="" type="checkbox"/>	<input type="checkbox"/>

e. The proposed action may diminish the capacity of a registered National Natural Landmark to support the biological community it was established to protect.	E3c	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in the removal of, or ground disturbance in, any portion of a designated significant natural community. Source: _____	E2n	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may substantially interfere with nesting/breeding, foraging, or over-wintering habitat for the predominant species that occupy or use the project site.	E2m	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. The proposed action requires the conversion of more than 10 acres of forest, grassland or any other regionally or locally important habitat. Habitat type & information source: _____	E1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
i. Proposed action (commercial, industrial or recreational projects, only) involves use of herbicides or pesticides.	D2q	<input checked="" type="checkbox"/>	<input type="checkbox"/>
j. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

8. Impact on Agricultural Resources The proposed action may impact agricultural resources. (See Part 1. E.3.a. and b.) <input checked="" type="checkbox"/> NO <input type="checkbox"/> YES <i>If "Yes", answer questions a - h. If "No", move on to Section 9.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may impact soil classified within soil group 1 through 4 of the NYS Land Classification System.	E2c, E3b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may sever, cross or otherwise limit access to agricultural land (includes cropland, hayfields, pasture, vineyard, orchard, etc).	E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in the excavation or compaction of the soil profile of active agricultural land.	E3b	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may irreversibly convert agricultural land to non-agricultural uses, either more than 2.5 acres if located in an Agricultural District, or more than 10 acres if not within an Agricultural District.	E1b, E3a	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may disrupt or prevent installation of an agricultural land management system.	E1 a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result, directly or indirectly, in increased development potential or pressure on farmland.	C2c, C3, D2c, D2d	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed project is not consistent with the adopted municipal Farmland Protection Plan.	C2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

9. Impact on Aesthetic Resources The land use of the proposed action are obviously different from, or are in sharp contrast to, current land use patterns between the proposed project and a scenic or aesthetic resource. (Part 1. E.1.a, E.1.b, E.3.h.) <i>If "Yes", answer questions a - g. If "No", go to Section 10.</i>			
		<input type="checkbox"/> NO	<input checked="" type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Proposed action may be visible from any officially designated federal, state, or local scenic or aesthetic resource.	E3h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the obstruction, elimination or significant screening of one or more officially designated scenic views.	E3h, C2b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may be visible from publicly accessible vantage points: i. Seasonally (e.g., screened by summer foliage, but visible during other seasons) ii. Year round	E3h	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
d. The situation or activity in which viewers are engaged while viewing the proposed action is: i. Routine travel by residents, including travel to and from work ii. Recreational or tourism based activities	E3h E2q, E1c	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
e. The proposed action may cause a diminishment of the public enjoyment and appreciation of the designated aesthetic resource.	E3h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. There are similar projects visible within the following distance of the proposed project: 0-1/2 mile 1/2 - 3 mile 3-5 mile 5+ mile	D1a, E1a, D1f, D1g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

10. Impact on Historic and Archeological Resources The proposed action may occur in or adjacent to a historic or archaeological resource. (Part 1. E.3.e, f. and g.) <i>If "Yes", answer questions a - e. If "No", go to Section 11.</i>			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may occur wholly or partially within, or substantially contiguous to, any buildings, archaeological site or district which is listed on the National or State Register of Historical Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places.	E3e	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may occur wholly or partially within, or substantially contiguous to, an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory.	E3f	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may occur wholly or partially within, or substantially contiguous to, an archaeological site not included on the NY SHPO inventory. Source: _____	E3g	<input type="checkbox"/>	<input type="checkbox"/>

d. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
If any of the above (a-d) are answered "Moderate to large impact may occur", continue with the following questions to help support conclusions in Part 3:			
i. The proposed action may result in the destruction or alteration of all or part of the site or property.	E3e, E3g, E3f	<input type="checkbox"/>	<input type="checkbox"/>
ii. The proposed action may result in the alteration of the property's setting or integrity.	E3e, E3f, E3g, E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
iii. The proposed action may result in the introduction of visual elements which are out of character with the site or property, or may alter its setting.	E3e, E3f, E3g, E3h, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>

11. Impact on Open Space and Recreation

The proposed action may result in a loss of recreational opportunities or a reduction of an open space resource as designated in any adopted municipal open space plan.

(See Part 1. C.2.c, E.1.c., E.2.q.)

If "Yes", answer questions a - e. If "No", go to Section 12.

☒ NO

☐ YES

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in an impairment of natural functions, or "ecosystem services", provided by an undeveloped area, including but not limited to stormwater storage, nutrient cycling, wildlife habitat.	D2e, E1b E2h, E2m, E2o, E2n, E2p	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the loss of a current or future recreational resource.	C2a, E1c, C2c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may eliminate open space or recreational resource in an area with few such resources.	C2a, C2c E1c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in loss of an area now used informally by the community as an open space resource.	C2c, E1c	<input type="checkbox"/>	<input type="checkbox"/>
e. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

12. Impact on Critical Environmental Areas

The proposed action may be located within or adjacent to a critical environmental area (CEA). (See Part 1. E.3.d)

If "Yes", answer questions a - c. If "No", go to Section 13.

☒ NO

☐ YES

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in a reduction in the quantity of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction in the quality of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

13. Impact on Transportation The proposed action may result in a change to existing transportation systems. <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES (See Part 1. D.2.j) <i>If "Yes", answer questions a - f. If "No", go to Section 14.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Projected traffic increase may exceed capacity of existing road network.	D2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the construction of paved parking area for 500 or more vehicles.	D2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action will degrade existing transit access.	D2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action will degrade existing pedestrian or bicycle accommodations.	D2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may alter the present pattern of movement of people or goods.	D2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

14. Impact on Energy The proposed action may cause an increase in the use of any form of energy. <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES (See Part 1. D.2.k) <i>If "Yes", answer questions a - e. If "No", go to Section 15.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action will require a new, or an upgrade to an existing, substation.	D2k	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will require the creation or extension of an energy transmission or supply system to serve more than 50 single or two-family residences or to serve a commercial or industrial use.	D1f, D1q, D2k	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may utilize more than 2,500 MWhrs per year of electricity.	D2k	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve heating and/or cooling of more than 100,000 square feet of building area when completed.	D1g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. Other Impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

15. Impact on Noise, Odor, and Light The proposed action may result in an increase in noise, odors, or outdoor lighting. <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES (See Part 1. D.2.m., n., and o.) <i>If "Yes", answer questions a - f. If "No", go to Section 16.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may produce sound above noise levels established by local regulation.	D2m	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in blasting within 1,500 feet of any residence, hospital, school, licensed day care center, or nursing home.	D2m, E1d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in routine odors for more than one hour per day.	D2o	<input checked="" type="checkbox"/>	<input type="checkbox"/>

d. The proposed action may result in light shining onto adjoining properties.	D2n	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in lighting creating sky-glow brighter than existing area conditions.	D2n, E1a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

16. Impact on Human Health

The proposed action may have an impact on human health from exposure to new or existing sources of contaminants. (See Part I.D.2.q., E.1. d. f. g. and h.)

☐ NO☒ YES

If "Yes", answer questions a - m. If "No", go to Section 17.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action is located within 1500 feet of a school, hospital, licensed day care center, group home, nursing home or retirement community.	E1d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The site of the proposed action is currently undergoing remediation.	E1g, E1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. There is a completed emergency spill remediation, or a completed environmental site remediation on, or adjacent to, the site of the proposed action.	E1g, E1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The site of the action is subject to an institutional control limiting the use of the property (e.g., easement or deed restriction).	E1g, E1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may affect institutional control measures that were put in place to ensure that the site remains protective of the environment and human health.	E1g, E1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. The proposed action has adequate control measures in place to ensure that future generation, treatment and/or disposal of hazardous wastes will be protective of the environment and human health.	D2t	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. The proposed action involves construction or modification of a solid waste management facility.	D2q, E1f	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may result in the unearthing of solid or hazardous waste.	D2q, E1f	<input checked="" type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may result in an increase in the rate of disposal, or processing, of solid waste.	D2r, D2s	<input checked="" type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may result in excavation or other disturbance within 2000 feet of a site used for the disposal of solid or hazardous waste.	E1f, E1g E1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may result in the migration of explosive gases from a landfill site to adjacent off site structures.	E1f, E1g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
l. The proposed action may result in the release of contaminated leachate from the project site.	D2s, E1f, D2r	<input checked="" type="checkbox"/>	<input type="checkbox"/>
m. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

17. Consistency with Community Plans The proposed action is not consistent with adopted land use plans. (See Part 1. C.1, C.2. and C.3.) <i>If "Yes", answer questions a - h. If "No", go to Section 18.</i>				<input type="checkbox"/> NO	<input checked="" type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur		
a. The proposed action's land use components may be different from, or in sharp contrast to, current surrounding land use pattern(s).	C2, C3, D1a E1a, E1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
b. The proposed action will cause the permanent population of the city, town or village in which the project is located to grow by more than 5%.	C2	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
c. The proposed action is inconsistent with local land use plans or zoning regulations.	C2, C2, C3	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
d. The proposed action is inconsistent with any County plans, or other regional land use plans.	C2, C2	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
e. The proposed action may cause a change in the density of development that is not supported by existing infrastructure or is distant from existing infrastructure.	C3, D1c, D1d, D1f, D1d, E1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
f. The proposed action is located in an area characterized by low density development that will require new or expanded public infrastructure.	C4, D2c, D2d D2j	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
g. The proposed action may induce secondary development impacts (e.g., residential or commercial development not included in the proposed action)	C2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
h. Other: _____ _____		<input checked="" type="checkbox"/>	<input type="checkbox"/>		

18. Consistency with Community Character The proposed project is inconsistent with the existing community character. (See Part 1. C.2, C.3, D.2, E.3) <i>If "Yes", answer questions a - g. If "No", proceed to Part 3.</i>				<input type="checkbox"/> NO	<input checked="" type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur		
a. The proposed action may replace or eliminate existing facilities, structures, or areas of historic importance to the community.	E3e, E3f, E3g	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
b. The proposed action may create a demand for additional community services (e.g. schools, police and fire)	C4	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
c. The proposed action may displace affordable or low-income housing in an area where there is a shortage of such housing.	C2, C3, D1f D1g, E1a	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
d. The proposed action may interfere with the use or enjoyment of officially recognized or designated public resources.	C2, E3	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
e. The proposed action is inconsistent with the predominant architectural scale and character.	C2, C3	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
f. Proposed action is inconsistent with the character of the existing natural landscape.	C2, C3 E1a, E1b E2g, E2h	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
g. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>		

Support information relied upon in consideration of Environmental Impacts

1. Monroe County Department of Planning and Development review under General Municipal Law §239-m, containing comments from the Monroe County Department of Health, Monroe County Department of Transportation and New York State Department of Transportation, dated August 11, 2023.
2. North East Joint Fire District comments dated August 11, 2023.
3. Monroe County Department of Transportation comments dated August 22, 2023 and September 6, 2023.
4. New York State Department of Transportation comments dated July 13, 2023 and August 28, 2023.
5. Erdman Anthony (Town traffic consultant) comments dated July 26, 2023, August 28, 2023 and August 31, 2023.
6. MRB Group (Town civil engineering consultant) comments dated August 1, 2023 and September 1, 2023.
7. Haskell (Project sponsor civil engineering consultant) submissions as part of the initial FEAF dated June 21, 2023, as well as the Supplemental FEAF submissions dated July 11, 2023, August 15, 2023 (response to comments) August 30, 2023, and ultimately September 6, 2023, collectively which include many sub-consultant reports.
8. Passero (Project sponsor traffic consultant) response to comments dated August 22, 2023

FEAF Part 3

Evaluation of the Magnitude and Importance of Project Impacts Reasons Supporting This Determination of Significance

The Action under review encompasses the proposal of fairlife®, LLC, a subsidiary of The Coca-Cola Company, ("fairlife" or "project sponsor") to construct and operate a milk processing and packaging facility ("facility") on 110.40 acres of real property located at the east end of Tebor Road in the Town of Webster, as well as related infrastructure improvements. The property is currently zoned as Industrial (IN) and is shown on the Town of Webster Comprehensive Plan Update map as Industrial.

Part 1 ("Part 1") of the Full Environmental Assessment Form ("FEAF") was initially verified on June 20, 2023. An updated FEAF was verified on July 12, 2023. The Town Board of the Town of Webster ("Town Board") was established as lead agency on August 17, 2023 for the environmental review of the project under the State Environmental Quality Review Act ("SEQRA"), after notice to all involved agencies and either consent, or failure to object to the Town Board's request to serve as lead agency, within the requisite 30 day time period. In response to input received from involved agencies and Town consultants, the project sponsor throughout the review process provided additional information, some in the form of updated FEAF's and supplements or in response letters, and a final verified revised and updated Part 1 of the FEAF of the project was dated August 30, 2023.

The facility entails the construction of 785,000 square feet of combined building area, comprised of office, milk receiving, dairy processing, bottling & packaging, automated storage/retrieval system ("ASRS") warehouse, truck scale building, auto guardhouse, truck guardhouse, water and wastewater pretreatment facilities

In addition to the buildings, there will be two entrances into the site. The northern entrance from the Penske driveway will be an auto entrance for employees and visitors, and the southern entrance from Tebor Road will be the truck entrance which will handle all of the milk tankers, raw material trucks and finished goods trucks. The auto and truck traffic has been intentionally separated to minimize auto and truck interactions, and thereby, improve safety and efficiency. Within the site, there will be an auto parking lot with 248 auto spaces plus 9 ADA parking spaces for a total of 257 auto spaces, and a trailer parking lot on the east side with 140 spaces for finished goods trailers. In addition, there are 30 trailer dock positions, 12 milk receiving bays, 2 scale positions and, at the truck entrance, there is queuing for 15 super tankers and parking for two more trucks before the truck guardhouse, for a total of 17.

The site will have a landscaped berm along the boundaries of the land in the partially adjoining Large Lot Single-Family Residential zoning district ("LLRD") which will be topped with a 14' precast concrete sound wall along the boundary facing County Line Road, and an internal perimeter fence to provide security.

Stormwater management facilities, in accordance with all applicable governmental regulations, are incorporated in the project design. All of the stormwater management ponds will be within

the perimeter fencing. The project will address both quality and quantity of stormwater runoff. The treatment train will be made up of dry swales, forebays and wet detention ponds. The ponds will be sized to limit post-development discharge rates to the pre-development discharge rates for storms as regulated by New York State Department of Environmental Conservation (“NYSDEC”). The stormwater ponds will be excavated into the topography, so only minor earthen berms will be utilized for the ponds.

The utility infrastructure in the surrounding area has been evaluated and there is sufficient capacity for water, sewer, electricity, natural gas and roads. The site is served by Monroe County Water Authority, Town of Webster Sewer Department, and Rochester Gas and Electric (“RG&E”) which have each provided a “Will Serve” letter.

The water supply conveyance system on Tebor Road will be upsized, in the normal course, from Basket Road east to the property to provide sufficient flow and pressure for the Project. The project also encompasses upgrades to the existing sanitary sewer main that runs from the project site on Tebor Road to the Town of Webster Walter W. Bradley Water Pollution Control Facility (“Wastewater Treatment Facility”) on Phillips Road, which currently has capacity for the proposed project.

With regard to electricity, the proposed facility’s operations will utilize up to 13.3 MVA. To provide sufficient energy supply, RG&E will route two electrical lines to the facility, minor upgrades will be made to two existing substations, and a natural gas main will be installed to the facility. New 34.5kV electrical lines will be constructed along two separate routes to the facility, being routed from two existing RG&E substations. The routes of those electric lines can be seen in the Figure supplied by RG&E appended to the August 16th revision to the FEAF as Attachment FF. The lines will be added to existing poles, with a potential for a few new poles to be installed once the routes are finalized. Upgrades will be made to each substation to support the proposed facility. All work at each substation will be performed within the existing substation fence line.

To serve the natural gas demand of the facility, RG&E will install approximately 7,200 linear feet of medium-pressure 8-inch diameter polyethylene pipe natural gas main. RG&E is evaluating multiple routes, but as stated in the communication from RG&E appended to the August 30, 2023. Response, the preferred route is generally along Ridge Road (initiating from the intersection of Salt Road and Ridge Road), Basket Road, and Tebor Road. A gas service will be installed to the facility to serve the proposed peak hourly load of approximately 245 Thousand Standard Cubic Feet per Hour (MCFH). Construction will be a combination of open-trenching and directional-drilling. All disturbed areas will be restored to pre-construction conditions.

The project also includes the construction of a right turn lane at the southbound intersection of Basket Road and State Route 104 and the extension of Boulter Industrial Parkway, which is also part of this SEQRA evaluation. Although currently used by truck traffic to and from the existing businesses, the project sponsor will assess whether the Salt Road roadbed (a County road) and the Tebor Road roadbed (a Town road) conform to the applicable Monroe County Department of Transportation (“MCDOT”) and/or Town details and specifications for roads handling over 200 trucks per day, and the project sponsor will upgrade the segment of Salt Road to be used by the

project sponsor's truck traffic and upgrade Tebor Road as necessary to meet MCDOT and/or Town standards to the satisfaction, respectively, of MCDOT and the Highway Superintendent of the Town of Webster.

The proposed facility will be fully sprinklered, will have a complete fire protection system, and will have full-time security. The proposed facility will utilize existing community fire, police and emergency services that are already provided in the area and is not expected to change or increase the use of the existing services. The project sponsor has obtained a letter from Fire Chief Andrew Vorndran stating that the North East Joint Fire District has adequate resources to provide fire protection to the new facility and the area it currently serves.

All Aspects of the Project Are Determined to Have Either No or Small Impact, and No Potential Impacts Rise up to the Level of Either a Moderate or Large Impact.

The Town Board, as lead agency, after extensive analysis and input from reviewing agencies, has not found any categories that have a moderate to large potential significant adverse impact. Rather, the Town has determined with respect to all aspects of the project that there are either no environmental impacts or small environmental impacts. Elaboration is appropriate for this pre-mitigated project:

A. Impact On Land

The geotechnical investigation completed on November 14, 2022 by Foundation Design, P.C., and appended to the June 21st FEAF supplement as Attachment H, observed groundwater at seven feet and nine feet, although the Natural Resource Conservation Service of the US Department of Agriculture map shows the water table rising as high as 18" to 24" below grade. There may, therefore, be a small impact related to construction being performed at the project site where the depth to the water table is from time to time less than 3'. The project sponsor has committed to be mindful to avoid impacts to the water table as part of its construction.

The subject project site has a mild slope from the south end of the project site to the north resulting in slopes ranging from 0.60% to 1.00%. Thus, the proposed action does not involve construction on slopes of 15% or greater.

The subsurface exploration of the site by Foundation Design also found that, although there are no surface outcroppings, bedrock is present at depths ranging from 1 foot to 18 feet below existing grade. So, there may be the need for some controlled blasting at the site during the installation of utilities and foundations. Any control blasting of rock will require a pre-blast survey to be completed by the Contractor. However, due to the size of the project site, the setback and buffer distances, and the project sponsor's commitment to the use of controlled blasting at the site during the installation of utilities and foundations, the Town Board has determined that there is only a small impact associated with the presence of bedrock as shallow as 1' below grade.

Per the Part 1, the project will include the excavation of more than 1,000 tons of natural material during on-site construction, which will be comprised of land regrading, the building of stormwater management facilities, building pad preparation, grading for parking lots and the earthen perimeter berm, interior drive aisles and roads, and utility installation. However, natural grades have been considered to minimize cut and fill operations, and all excavated material will be repurposed at the site to establish grades and/or build up the landscaped berm buffering the LLRD. These measures and the employment of erosion, sediment, and dust control measures ensure that excavation will only be a small impact during construction.

In addition, although it is estimated that the overall site construction will take approximately 24 months to complete, the impact will be small because a site utilization plan is being developed for the construction phase of the project that will identify any site construction access points, staging areas, laydown yards, construction trailer location, parking, and muster points, to abate dust generation and erosion. Further, construction is not planned to be 24/7. Construction will comply with the Town Code requirements, and generally be during the hours of 7:00 a.m. and 6:00 p.m. on weekdays, and 8:00 a.m. and 6:00 p.m. on weekends and legal holidays. All powered construction equipment will be equipped with intake and exhaust mufflers recommended by the manufacturer, and jackhammers will also be equipped with acoustical attenuating shields or shrouds recommended by the manufacturer.

Erosion, sediment, and dust control will also be a small impact during construction. Sediment and erosion will be controlled in accordance with the NYSDEC's SPDES General Permit for Stormwater Discharges from Construction Activity GP-0-20-001 and the facility's Stormwater Pollution Prevention Plan ("SWPPP"). The proposed facility is not located in a Coastal Erosion hazard area. Moreover, the project sponsor has committed to using best management practices ("BMPs"), including silt fencing, grate inlet protection, sediment basins, and temporary seeding and dust control. The dust control will be managed by watering the site as needed, cleaning pavement surfaces and providing temporary and permanent seeding.

During plant operation, there will be no impact from erosion, sediment and dust. The facility will be able to file No Exposure certifications such that the NYSDEC's SPDES Multi-Sector General Permit for Industrial Activity GP-0-17-004 will be inapplicable. The facility will nevertheless be required to meet its obligations under the SWPPP on a going forward basis such that erosion, sediment, and dust control will also be a little to no impact during operation.

Thus, there will be small impact to land from the site's physical alteration during construction, and either no impact or a small impact to land during operations of the facility.

B. Impact on Geological Features

The site is largely a field, with hedge rows at its boundaries, a former dug farm pond at its center and what was designated as a federal wetland prior the U.S. Supreme Court's decision in *Sackett v. EPA*, 598 U.S. ___, 143 S. Ct. 1322 (2023) in the northwest corner (which decision and the EPA regulations recently adopted may change its status). There are no unique geological features and/or landforms, such as cliffs, dunes, minerals, fossils or caves, and no geological features listed on any registry, either on the site or adjacent to the site. Since (1) there are no significant

geological features on the site and (2) the proposed facility will not result in the modification or destruction of, or inhibit access to, any unique or unusual landforms on the site, the proposed action will have no impact on geological features.

C. Impact on Surface Water

There are no creeks, rivers, dams, or regulated waterbodies on the existing site, although the end of a floodway (swale that functions as an intermittent stream) extends into the northwest corner of the site. The Town notes that there is another swale that meanders in an east-west direction along the site's southern boundary line parallel with the off-site railroad track that also functions as an intermittent stream. But this swale does not appear to be a floodway or otherwise part of a floodplain.

The project does not involve dredging materials from a waterbody. In order to control the rate at which stormwater is discharged from the site to pre-build conditions, the bulk of the stormwater will be collected into two new wet stormwater detention ponds. Other than the two detention ponds, no new water bodies are being created by the project.

There are also wetlands on the project site. These wetlands are comprised of what was designated as federal wetlands before the U.S. Supreme Court's decision in *Sackett* of which some were federal jurisdictional wetlands and others were non-jurisdictional wetlands as shown and described on Attachments K, L, M, N and O appended to the FEAF dated June 21, 2023. There are no New York State wetlands on the site. Because the approximately 1.51 acres non-jurisdictional wetland in the middle of the site (which appears to have been a former farm pond) will be filled, there will be a small impact to wetlands. Although the proposed facility has been designed to avoid all of the other 2.77 acres of wetlands so that they could remain in their natural state, at the request of the facility's neighbors along Basket Road, the project sponsor is going to seek a non-jurisdictional determination from the United States Army Corps of Engineers ("USACE") and the NYSDEC with respect to a small area of wetlands along the common boundary line, with the intention to fill in what is now a gap in the landscaped perimeter berm by extending the berm through that small area of wetlands, if permitted. Therefore, the proposed action will have an impact on on-site surface waters, including wetlands, during construction. Because the project sponsor will only fill what the USACE and the NYSDEC determine to be non-jurisdictional wetlands, the impact will be small and not significant.

The stormwater runoff from the proposed facility will be directed into the stormwater management system. The stormwater management system is designed and will be constructed in accordance with the NYSDEC Stormwater Management Design Manual. The system will utilize a combination of dry swales with underdrains and forebays to control the volume and provide pretreatment of the runoff. After conveying through the pretreatment, using Best Management Practices (BMPs), the runoff will be routed into wet detention ponds where it will be released at a controlled rate from a constructed outfall to the existing swale/intermittent stream floodway and to wetlands in the northwest corner of the project site to match or be below the pre-development discharge rates. Based upon the regrading of the site during construction, there will be reduced overland flow of stormwater from the southeast corner of the site to the

swale/intermittent stream that meanders along the site's southern boundary line parallel with the off-site railroad track.

Because the project will involve construction within and adjoining wetlands and the swales that could be construed to be functioning as an intermittent streams, there is the potential for the project to create turbidity in, lead to siltation of and/or the degradation of the water quality of, those waterbodies and downstream either from upland erosion, runoff or by disturbing the bottom sediments of the swales. However, sediment and erosion will be controlled in accordance with the NYSDEC's SPDES General Permit for Stormwater Discharges from Construction Activity GP-0-20-001 and the facility's Stormwater Pollution Prevention Plan (SWPPP). Moreover, the project sponsor has committed to using BMPs, including weighted wattle silt fencing, grate inlet protection, sediment basins, and temporary seeding and dust control. During operation of the facility, although a State Pollution Discharge Elimination System ("SPDES") General Permit for Stormwater Discharges from Industrial Activity GP-0-23-001 will not be needed because the project sponsor will be filing a No Exposure certification, the facility will have a Spills Prevention Controls and Countermeasure ("SPCC") plan in place to manage accidental spills onsite. Because the SPDES General Permit for Stormwater Discharges from Construction, the SWPPP and SPCC will be requiring erosion and sediment control measures to be in place and maintained throughout construction, there will be only small impact on surface waters from erosion, turbidity and/or sedimentation.

The project does not involve the construction of intakes to withdraw water directly from surface water. The project sponsor will not be applying pesticides or herbicides at the project site.

There will be no wastewater discharges to the ground surface. The sanitary sewer and the pre-treated process wastewater that will be generated from facility operations will be discharged into the Town of Webster sanitary sewer system. The site is served by the Town of Webster Sewer Department, and they have provided a "Will Serve" letter that states there is sufficient capacity in the system to receive the wastewater discharge from the facility. After on-site pretreatment of process wastewater, sanitary and pretreated process wastewater will be conveyed to the Town of Webster Wastewater Treatment Facility on Phillips Road. Although upgrades are contemplated to increase the capacity of the facility, the existing facility has capacity for the proposed project, and the improvements to the wastewater treatment facility are being completed to increase the capacity of the system for other future projects within the Town of Webster. These improvements are being completed under a separate SEQRA analysis, which process is no less protective of the environment. The indirect impact that the facility will have on the Town of Webster Wastewater Treatment Facility is, therefore, a small impact.

The construction and operation of the facility has been determined to have only small impacts on the surface water because (1) only non-jurisdictional wetlands will be filled, (2) the stormwater runoff will be conveyed and managed onsite in the stormwater management system to match the pre-development discharge rates and water quality, (3) the SPDES General Permit for Stormwater Discharges from Construction and SWPPP will be in place for construction, (4) the facility will have a Spill Prevention, Control and Countermeasure (SPCC) plan in place to protect against accidental spills, and (5) the process wastewater will be pretreated before being

conveyed to the Town of Webster Wastewater Treatment Facility which has adequate capacity to handle the flows.

D. Impact on Groundwater

The proposed facility does not include the on-site construction of groundwater wells or otherwise require the off-site construction of groundwater wells. There are no wastewater discharges to the ground surface or groundwater. The water supply for the facility, like the water supply for Basket Road and County Line Road, will be provided by Monroe County Water Authority (MCWA) which does not withdraw the water supply from the groundwater. The Monroe County Water Authority water line on Basket Road has sufficient capacity to meet the proposed facility's requirements for water. The existing 8' water supply conveyance system on Tebor Road will be upsized along its existing alignment by the project sponsor after a water report is completed by the project sponsor to the satisfaction of the Town, Monroe County Water Authority and Monroe County Department of Health, likely to be a 10" to 12" line, from Basket Road east to the property to provide the requisite flow and pressure which is available on Basket Road over to the project. As described in the project sponsor's August 30, 2023 submission, during the upsizing, the project sponsor will put in place a temporary water distribution line to provide water continuously to the existing businesses and properties on Tebor Road. And while the project is located over the Principal Aquifer, the Monroe County Water Authority does not use the aquifer as a water sources. After on-site pretreatment, wastewater discharged from the facility will be conveyed to the Town of Webster Wastewater Treatment Facility on Phillips Road. The proposed facility will maintain a SPCC to protect against inadvertent spills from the products or chemicals used onsite that might otherwise enter groundwater. The project does not require residential uses in areas without water or sewer services. Furthermore, the project does not involve the application of pesticides. Based on the information above, there will be no groundwater impacts from this proposed action.

E. Impact on Flooding

Other than the south end of a floodway swale that functions as an intermittent stream in the northwest corner of the site, the rest of the project site is clearly outside of the Federal Emergency Management Agency ("FEMA") 100 year and 500-year Floodplain based on the FIRM Panel Number 36055C0232G dated August 28, 2008, which FIRM Panel was appended to the June 21st FEAF as Attachment Q. That northwest corner swale/intermittent stream floodway has been identified on the FEMA - FIRM Panel Number 36055C0232G as "Future Conditions 1% Annual Chance Flood hazard-Zone X." The project will not result any development in a floodway, except the outfall and rip-rap apron from one of the project's stormwater detention ponds may be placed in the bank of or adjoining the northwest corner swale. The Town is an MS4 and the Town's Highway Department is in the process of obtaining easements to allow stream maintenance from the property owners through whose real property this swale/intermittent stream flows. The remainder of the existing site does not have any creeks, rivers, dams or other floodways.

The proposed stormwater management system will be designed and constructed in accordance with the NYSDEC Stormwater Management Design Manual. The post-development discharge

rates from the site's stormwater detention ponds will match or be below the pre-development discharge rates for the site, including post-development discharge rates to the northwest swale/intermittent stream floodway in the northwest corner of the site, under all studied conditions (1-yr., 2-yr., 10-yr. and 100-yr. storm events) although an unstudied and unanticipated storm event could possibly result in a greater rate of post-development discharge. The proposed action will also not result in development on lands subject to flooding, and will not modify existing drainage patterns, and so, at worst, the project will have a small impact on flooding in the area.

F. Impact on Air

The proposed facility will have air emissions which will require a minor source Air Facility Registration from the New York State Department of Environmental Conservation under federally approved permitting program found at Part 201 of Title 6 of the New York Code, Regulations and Requirements ("NYCRR"), 6 NYCRR Subpart 201-4, prior to the start of permanent onsite construction activities. A Minor Facility Registration Application was submitted to the New York State Department of Environmental Conservation on July 11, 2023.

The operational air emissions will be associated with the evaporators, boilers, emergency generators, heaters, refrigeration systems and process equipment. The project will not combust or thermally treat refuse. The proposed facility will utilize efficient operation and air pollution control devices to minimize emissions. The proposed facility will generate some air emissions, including Greenhouse Gases (GHG) which will include carbon dioxide (CO₂), methane (CH₄) and nitrous oxide (N₂O) as a result of the combustion of natural gas. The only source of methane emissions for the facility is the minor emission associated with the operation of the natural gas boilers.

The emissions from the proposed facility after being run through its air pollution control devices have been determined to be less than half of the level that would make them a major source. They do not require the use of permit conditions to limit these emissions. The minor annual emissions of high toxicity air contaminants do not equal or exceed the applicable thresholds. Therefore, based on the modeling of the emissions and regulatory oversight of the NYSDEC, there will only be a small impact due to air emissions from the facility at the point of emission, and as a result of dispersion, likely no air impact at the property lines.

G. Impact on Plants and Animals

Although the proposed action will involve the conversion of approximately 101.80 acres of field to a landscaped milk processing plant, the site was cleared by its current owner in 2021 of most of its trees, removing much of the natural plant habitat at that time. In addition, the proposed facility will keep a large portion of the northwest corner of the site as undisturbed and will largely not impact the hedge rows adjoining the LLRD to the facility's east, north and northwest, so the current natural habits in these areas will remain. Therefore, a regionally or locally important habitat will not be disrupted by the project.

During development, it is anticipated that construction will substantially interfere with the nesting/breeding, foraging and over-wintering habitat for the predominant species now occupying or using the site, such as the deer, coyotes, turkey, groundhogs and other animals seen from time to time on the site, and as a result the wildlife will move into the undisturbed lands and woods adjacent to the site, which totals approximately 115 acres

The facility will have a 100 foot landscaped District Buffer Area, which is anticipated to supply some replacement habitat. As documented in the NYSDEC Environmental Resource Mapper, there are no endangered, threatened, rare or special species as listed by the New York State or federal governments on the site or adjacent to it. The proposed project will not diminish the capacity of a registered National Natural Landmark to support the biological community it was established to protect. The project will not result in the removal of, or ground disturbance in, a portion of a designated significant community. In addition, the site has not been identified as a significant natural community by the NYSDEC. Thus, there will only be a small impact on the wildlife and plants – primarily to common species in the area such as deer, coyotes, turkey and groundhogs.

H. Impact on Agricultural Resources

The site is located within an Industrial zone (IN) and is outside of any Agricultural Districts as defined by the New York State Agricultural Mapper. The site is not listed on Monroe County's Eastern Agricultural District, a copy of which is appended to the project sponsor's August 30th submission. There is only one property listed as part of the County's Eastern Agricultural District within 500' of the project site, and the project sponsor has kept the owner of that property informed about the project. In addition, the stormwater management system for the facility has been designed so that it does not alter the existing drainage facilities used by that or any other adjacent land being farmed. The project is, therefore, consistent with the County's Eastern Agricultural District regulatory scheme. The project site is not used as access to any other agricultural land. The site has not been farmed at least within the last 5 years. Although there are soils within soil group 1 through 4 of the New York State Land Classification System present on the property, the soil that might have otherwise been classified as highly productive farm land will be stripped and repurposed for the project's lawn and the landscaped berm running along the eastern, northern and northwestern perimeters of the site. Therefore, the proposed action will have no impact on agricultural resources.

I. Impact on Aesthetic Resources

The proposed facility is located within a designated Industrial zoning district north of State Route 104 and east of Basket Road and is approximately 2.5 miles south of the Great Lakes Seaway Trail from which it is improbable the facility will be seen from the Great Lakes Seaway Trail. The facility will not obstruct, eliminate or significantly screen any officially designated scenic views. The facility will not be visible from any other officially designated federal, state, or local scenic or aesthetic resource, or other publicly accessible vantage points, although it will be partially within the viewshed of residents traveling along the local road network.

The aesthetics of the facility have been considered heavily. The neutral gray-blue exterior walls will be such that it blends in with the horizon and environment. The facility will be seen in relation to the existing Xerox complex to the west and other nearby industrial use buildings which include: site contractors, equipment sales and rentals, mini storage, as well as the Monroe County Water Authority facility. The 120 ft. height of the facility's ASRS warehouse is similar to the Xerox Toner Plant located one mile to the west of the project on Salt Road, which is approximately 108' tall at its highest point. Like the two large wind turbines located in the Town of Ontario adjacent to State Route 104, which are visible from the project site, the larger of which measures approximately 300' in height, the form and arrangement of the 36' -113' high milk silos and the 13'- 102' high milk silos follow their function like the silage silos at area farms. Moreover, aesthetic impacts will be mitigated via the existing vegetation and the construction of a landscaped earthen berm along the facility's northwest, northern, eastern and southern perimeter to minimize the view of partially visible ASRS and milk silos from adjacent roadways and properties. This berm will be planted with both deciduous and evergreen trees which will provide year-round screening to adjacent properties. The site will be further buffered by a 14 foot high sound wall adjacent to residentially zone and/or used properties along County Line Road.

Therefore, although the project will be partially visible from roadways and adjacent properties, because the scale, color, intensity of use, type of land use, height or other bulk dimensions, size of lot, and cover type are similar to other land uses nearby and farther away in the area, the project will have only a small impact on aesthetics.

J. Impact on Historic and Archaeological Resources

The existing site does not contain any buildings, archaeological sites, districts or historically significant areas listed on, or which have been determined by the Commissioner of Parks, Recreation and Historic Preservation to be eligible for, the National or State Register of Historical Places. Furthermore, there are none adjacent to the site. The project site is not within or substantially contiguous to an area designated as sensitive for archaeological sites by the New York State Historic Preservation Office ("SHPO").

A Phase I Environmental Site Assessment by LaBella Associates was completed for the site and did not note any historically significant areas. In addition, a Phase 1A and Phase 1B investigation was completed for the site and did not detect any signs of historical significance onsite. SHPO has reviewed the Phase 1A and Phase 1B report and provided a letter concurring in its conclusion, which was appended to the August 16, 2023FEAF supplement as Attachment LL. Therefore, the proposed action will have no impact on historical and archaeological resources.

K. Impact on Open Space and Recreation

The subject property is located on the eastern edge of the Town of Webster in an area that is zoned as an Industrial district. The site is not informally used by the community as open space or a recreational resource. The south boundary of the site abuts a 100' railroad right-of-way where the community has had a plan since 2011, known as the Route 104 Trail Extension (Webster to

Sodus –TMA), to develop a walking/bicycle trail offset approximately 50' from the centerline of the track. If needed, the project sponsor will provide the community entity that steps forward to develop the Route 104 Trail Extension, whenever requested, with an easement to construct that trail across the initial 20' of its property adjoining the railroad right-of-way. The project sponsor's landscaped 6' berm. Which begins 25' from its property line, will largely screen the facility from any future pedestrians and bicyclists using the trail.

Construction of this facility would not cause an impact on open land and recreation because the property will be used as intended, for an industrial facility as per the current Town of Webster Zoning Map and the Town of Webster Comprehensive Plan Update. It is noted that the extension of Boulter Industrial Parkway to Salt Road will involve the loss of some current parking spaces for the Basket Road Baseball Field, which parking spaces will be offset with additional parking to the east and/or west of the baseball field.

Therefore, there is no negative impact on open space and, at some point in the future, the project will create positive impacts for employees and visitors to enjoy the newly created trail on the south portion of the site.

L. Impact on Critical Environmental Areas

The proposed site is shown on the NYSDEC Environmental Resources Mapper, to have no critical environmental area located on the property or adjacent to the property. Therefore, the proposed action will not impact any critical environmental areas.

M. Impact on Transportation

An extension to the Boulter Industrial Parkway will be constructed to connect Basket Road and Salt Road across from Mitcheldean Drive as an integral part of this project. The alignment of this extension will generally conform to the alignment illustrated in the Figure attached to the August 30, 2023. Response, including the striping of a dedicated left turn lane and a dedicated right/turn straight on Boulter Industrial Parkway at the intersection with Salt Road. Similarly, Mitcheldean Drive already includes striping for a dedicated left turn lane. The construction of the extension will not impact any wetlands nor involve any floodways or floodplains. The extension, including its stormwater management system, will be constructed to applicable New York State Department of Transportation ("NYSDOT"), Monroe County Department of Transportation ("MCDOT") and Town standards. The extension will also involve adding a stop sign on Boulter Industrial Parkway at the intersection with Salt Road. Signalization at the intersections with Salt Road and Basket Road was considered but this would cause delays for both of the main roads. The extension will provide a more efficient truck route from the proposed facility to State Route 104, allowing trucks traveling to and from the proposed facility to utilize the Salt Road intersection with its long on- and off- lanes instead of the Basket Road intersection.

The construction of the Boulter Industrial Parkway extension will also improve traffic for the current property owners on Basket Road and Boulter Industrial Parkway and for users of the Basket Road Baseball Field and the Basket Road Soccer Complex. The Boulter Industrial

Parkway extension will involve the taking of some parking spaces presently used in connection with the Basket Road Baseball Field, which spaces will be offset by the creation of additional parking spaces to the east and/or west of the baseball field. This relocation of parking spaces will likely not involve the paving of the parking lot. The soccer complex to the south of Boulter Industrial Parkway will not be touched. Thus, the construction of the extension to the Boulter Industrial Parkway will only have a small impact.

The proposed facility will generate an increase in traffic of approximately 266 autos and 200 trucks over the course of a 24-hour period. Truck traffic for the facility will mainly happen in off peak hours. Milk trucks will generally arrive between 10 a.m. and 2 p.m. and then again from 10 p.m. to 2 a.m. Raw materials will generally be delivered between 6 a.m. and 6 p.m., while finished goods will be shipped regularly over the course of a 24-hour day. The project sponsor is directing all of its truck traffic to use the New York State Route 104/Salt Road intersection, and thereafter, use Salt Road, the extended Boulter Industrial Parkway, and Tebor Road to access the facility. The project sponsor will also assess whether the segment of Salt Road to be used by the project sponsor's truck traffic and Tebor Road conform to the applicable Town and/or MCDOT details and specifications for roads handling over 200 trucks per day, including thickness of pavement and width of lanes and shoulders, and the project sponsor will upgrade that segment of Salt Road and upgrade Tebor Road as necessary to meet applicable Town and/or MCDOT standards to the satisfaction, respectively, of MCDOT and of the Town's Highway Superintendent. The project sponsor will also obtain a permit from MCDOT for its connection to, and any other improvements of, the Penske driveway for its auto traffic.

The Traffic Impact Report completed by SRF Associates, a Passero Associates Company, on June 16, 2023 ("Traffic Impact Report") recommended that a right turn lane from southbound Basket Road to New York State Route 104, with an associated right turn arrow, be built if the review by NYSDOT, MCDOT and the Town of Webster agreed that there would be a benefit from doing so. As a traffic mitigation measure, the project sponsor will construct that right turn lane to the satisfaction of NYSDOT, MCDOT and the Town to improve southbound traffic flow on Basket Road. The combination of the construction of the Boulter Industrial Parkway extension and the construction of the right turn lane from southbound Basket Road to State Route 104, and the project sponsor directing all of its truck traffic to access the facility from the Salt Road / State Route 104 intersection, will maintain the same Overall Level of Service B (with average delays at peak usage of 11.9/15.8 seconds compared to the existing average delays of 10.2/14.7 seconds) at the Basket Road/State Route 104 intersection, even after the additional vehicles from the project are added to the traffic flows.

Further, in its revised and updated Traffic Impact Report dated August 30, 2023 ("Updated Traffic Impact Report") appended to the project sponsor's August 30, 2023 submission, Passero also calculated the impacts to traffic if it was assumed that all trucks traveling from the east on State Route 104 ignored the project sponsors' instructions to use the Salt Road /State Route 104 intersection and instead used the Basket Road / State Route 104 intersection to and from the facility. Passero concluded that, even if all trucks traveling from the east on State Route 104 used the Basket Road/State Route 104 intersection, there would be very little difference in operating conditions at any of the study intersections, including no change to the Overall Level

of Service B (with average delays of 12.4/16.3 seconds) at the Basket Road/State Route 104 intersection.

It was expressed by the local neighbors that traffic tends to back up at the intersection of Basket Road and State Route 104 anytime a sporting event takes place, so extension of Boulter Industrial Parkway west to Salt Road will provide another positive impact to the area, because it will be easier for the sports field traffic to move west along Boulter Industrial Parkway to access the more efficient Salt Road/State Route 104 intersection, than to continue to use the more congested Basket Road/State Route 104 intersection.

Therefore, based on the proposed improvements to the roadway system as defined by the Updated Traffic Impact Report, which includes letters of concurrence from the Town's traffic consultant Erdman Anthony, as well as MCDOT and NYSDOT, there will only be a small impact to the transportation system, because the existing transportation network with the improvements to Boulter Industrial Parkway and Basket Road can adequately accommodate the projected traffic volumes.

Letters and/or e-mails from NYSDOT dated August 28, 2023, Erdman Anthony (the Town's traffic consultant) dated August 31, 2023, and MCDOT dated September 6, 2023, concurring with the Traffic Impact Analyses performed by Passero support the finding that there will be no or small impact on transportation.

N. Impact on Energy

The proposed facility will increase the use of energy due to electrical, petroleum and welding gas use during construction of the facility, and electrical and gas use during the operation of the facility. The project will involve the heating and/or cooling of approximately 785,000 square feet of combined building area. The energy service will be provided by RG&E, who has provided a "Will Serve" letter that states there is sufficient electricity and natural gas capacity in the system for the project. To provide sufficient energy supply, two 34.5kV electrical lines will be constructed along two separate routes to the facility, minor upgrades will be made to two existing substations, and a natural gas main will be installed to the facility. The electrical lines will be added to existing poles, with a potential for a few new poles to be installed once the routes are finalized. All substation work will be replacement work within the existing substations' fence line and/or control houses. As stated in the communication from RG&E appended to the August 30th submission by the project sponsor, to serve the natural gas demand of the facility, RG&E will install approximately 7,200 linear feet of medium-pressure 8-inch diameter polyethylene pipe natural gas main likely initiating from the intersection of Salt Road and Ridge Road, then along Basket Road, and then along Tebor Road to the project site. Construction will be a combination of open-trenching and directional-drilling. All disturbed areas will be restored to pre-construction conditions. Because RG&E has sufficient system capacity to deliver the required electrical and gas, and the upgrades involve only short-term blockage and/or disturbances to road surfaces which will be restored to pre-construction conditions, the Town has determined that the impact on energy is small.

O. Impact on Noise, Odor, and Light

The project may result in an increase in noise, odors, or outdoor lighting.

- Noise

An acoustical study has been completed on the proposed facility which evaluated truck movements, uncoupling and coupling of trailers and HVAC equipment. A copy of the Evaluation of Site Sound Emissions dated July 11, 2023 (“Acoustical Study”) was appended as Attachment T to the FEAF dated August 16, 2023 as edited based on comments. The Acoustical Study concluded that the distance, site geometry and the strategically planned earthen berms and sound barriers will sufficiently attenuate on-site HVAC and motor vehicle noise to meet all project noise goals, i.e., the facility will operate in compliance with the Town of Webster Code, Part II, Chapter 209 -5 Noise Ordinance. The Acoustical Study further concluded that site sound will have no negative impact on the area per applicable NYSDEC guidance.

For industrial property, the Town’s noise limit is 75 dBA, which will not be exceeded. To mitigate adverse impacts from a calculated increase in perceived sound from facility operations, including truck movements, on the adjoining residential properties, the acoustical analysis developed engineering measures that will limit the facility’s noise at the property line to under 60 dBA during the daytime hours and 50 dBA during the nighttime hours. For all areas along the property line, there is no more than 5 dB(A) increase between the pre-development noise levels and the post-development noise levels. The human reaction to an increase in sound pressure of under 5 dB is considered to be “unnoticed to tolerable.” The facility noise will further attenuate as a function of the distance of the actual residences to their rear yard boundary lines.

Further, the layout of the site has placed the truck entrance as far away from the adjacent LLRD residential properties as practicable, to limit the sound from the trucks that are waiting to enter the facility. The truck scale and milk receiving operations both take place inside a building with traffic flowing in the same direction in, through and out of the buildings, thereby eliminating the need to back up and abating the noise created during operations. The finished goods dock has been placed on the north side of the building so that it does not directly face any of the existing residences in the LLRD. The off-site area to the north of the finished goods docks is within the FEMA floodplain which will limit future development of this property.

Although both the milk unloading and finished product loading operations will occur on a 24/7 basis, noise abatement measures have been added along the north and east sides of the facility to abate impact on the adjacent residential properties. Note that, if finished product was not shipped on a 24/7 basis, the warehouse would potentially have to be twice the size currently planned. Those noise abatement measures include a landscaped 6’ earthen berm along all perimeters facing residential properties, with a 14’ precast concrete sound wall on the top of the berm facing County Line Road as detailed and specified in the project sponsor’s August 30, 2023 submission, which detail and specifications will be elaborated in Contract Drawings. Although the acoustical study did not take this into account, the precast concrete fencing will be comprised of acoustical deadening concrete in a pattern which tends to absorb and disperse sound waves. The project sponsor’s acoustical engineer has opined in a letter appended to the August 30th submission that the use of an acoustical deadening concrete in a pattern which tends to absorb and disperse sound waves for the 14’ wall will further abate sound emissions from the facility, thereby ensuring that

this will result in full compliance with local noise code limits and that the project will have no negative acoustical impact at potentially noise-sensitive receptors.

As described in the August 30, 2023 Response, the project sponsor intends to construct the earthen berm during initial site grading, and where planned, the 14' precast concrete wall promptly thereafter, which will help attenuate noise from construction activities. During construction, there may be the need for some controlled blasting at the site during the installation of utilities and foundations because bedrock is present at depths ranging from 1 foot to 18 feet below existing grade. Although that blasting will occur within 800 feet of a number of the residences along Basket and County Line Road, and within a 1,000' of a tutoring facility and a church on Basket Road, the project sponsor has committed to the use of controlled blasting. Therefore, due to the size of the project site, the setback and buffer distances and the project sponsor's commitment to the use of controlled blasting at the site during the installation of utilities and foundations, the impact from blasting has been determined to be small.

Since the facility will be constructed and operated in accordance with the Town of Webster Noise Ordinance, and the facility has been designed and equipped to provide additional noise abatement measures, there will be only a small impact on the noise.

- Odor

The proposed facility will not generate any detectable odors although the trucks and autos accessing the facility will have exhaust emissions. As described in the project sponsor's August 30, 2023 submission, truck exhaust emissions have been minimized through the scheduling of pickups and deliveries that anticipates milk delivery trucks will be onsite for approximately 45 minutes while supply delivery trucks and finished product trucks will be onsite approximately 14 minutes. In addition, the project sponsor does not anticipate any pre-cooling of finished product trucks. All odor-causing processes will have air scrubbers or other measures to remove odor before leaving the facility. This includes the air emissions from the wastewater pretreatment building which will be scrubbed (likely through a carbon filter) in order to eliminate odors prior to being emitted into the atmosphere, as detailed in the project sponsor's August 30th submission. Further, all containers removing precipitated materials from the pretreatment building will be covered. The onsite pre-treatment wastewater facility will be enclosed inside building(s) and odors will be minimized by systems to control offensive odors. Therefore, there will be little to no impact on odor.

- Light

The proposed facility will provide outdoor lighting in accordance with the Town of Webster Outdoor Lighting Code. The lighting fixtures will also be in compliance with dark sky requirements. All light fixtures will be shielded. All outdoor lighting fixtures to the south, east and north of the facility will be lower than the combined height of the perimeter landscaped berm topped by the 14' concrete fence, i.e., no taller than 20' in overall height. At the request of the facility's Basket Road neighbors, the light fixtures along the Penske driveway, i.e., the northwest auto access, will be 4' high bollards until the guardhouse, which will reduce the overall light output in the area. The Federal Aviation Administration is not requiring any, so there will not be any, lighting on top of the ASRS or silos.

The earthen berm and landscaping along the southern, eastern, northern and northwestern sides of the project site will further shield the site. A photometric analysis was completed for the site (which did not take into consideration the earthen berm, pre-cast concrete fence, and landscaping). It was appended as Attachment U to the FEAF dated June 21, 2023. A revised photometric analysis was appended to project sponsor's August 30, 2023 submission to account for the replacement of streetlights with bollards along the Penske driveway. Light spillage at the property line was calculated to be 0-foot candles, although under certain atmospheric conditions the facility may create a skyglow brighter than existing pre-development skyglow.

Therefore, since the proposed action will be in accordance with the Town of Webster Outdoor Lighting Code and has provided additional light reduction measures, there will be no to small impact from light.

P. Impact on Human Health

The proposed facility will employ approximately 266 employees, over three shifts with a maximum of 124 employees at the facility at one time. The project is within a 1,000' of a tutoring facility and a church on Basket Road. The project is not within 2,000' of a solid or hazardous waste treatment, storage or disposal facility.

The facility will have modern delivery storage, process and packaging equipment. The project involves the use of minor quantities of cleaning and maintenance chemicals. The project sponsor will comply with all OSHA requirements for protection of human health regarding any employee exposure to those cleaning and maintenance chemicals. Each employee will be provided with specific job training to ensure high levels of safety within the facility. Therefore, there will be a small impact to human health associated with the storage and use of the cleaning and maintenance chemicals.

The proposed facility will utilize an ASRS which will greatly reduce the risk of forklift accidents and interactions between pedestrians and forklifts. This will further increase the safety of the facility.

The project has also separated truck traffic from auto traffic, thereby greatly reducing the risk of vehicle accidents and interactions between autos and trucks. For truck drivers entering the facility from Tebor Road, the proposed project has created trailer queuing to accommodate 15 supertankers and provide their drivers with a safe off-road place to stage their trucks onsite before passing through the truck guardhouse into the main facility. As described in the project sponsor's August 30, 2023 submission, trailer queuing for 15 supertankers is approximately twice the trailer queuing at project sponsor's Goodyear, AZ facility, which facility does not experience any queuing problems because all milk deliveries are scheduled. The proposed Webster facility will also schedule all milk deliveries. No more than approximately 22 trucks are anticipated to arrive at the facility in any one hour. The truck scales and milk unloading are placed inside buildings with safer, one direction traffic flow in, through and out of the building. In addition, the buildings provide the drivers with a more comfortable environment compared to being in the cold or heat outside.

The project site was the subject of a Phase 1 Environmental Site Assessment by LaBella Associates dated June 19, 2023, which did not indicate any Recognized Environmental Conditions (“REC”), Historical Recognized Environmental Conditions, or Controlled Recognized Environmental Conditions or de minimum conditions identified in association with this site. A copy of the Phase 1 Environmental Site Assessment was appended to the June 21st FEAF as Attachment I. The project site is not undergoing remediation, and there has not been a completed emergency spill remediation or completed environmental site remediation on or adjacent to the project site. The site is not subject to an institutional control limiting its use in order to be protective of human health or the environment. While not a REC, LaBella did note the presence of fill material and solid waste, as well as piles of soil, sand, asphalt and concrete on the southwestern portion of the site, although no stains, spills or unusual patterns were noted in the vicinity of that fill, that solid waste or those piles. Therefore, there will be a small impact from the off-site disposal at an approved landfill of approximately 600 tons per year of solid waste (the solid waste now on the site and the solid waste that will be generated on the site) during construction, and from the generation and off-site disposal of approximately 165 tons per year of solid waste during operations.

The proposed facility will be constructed per the Town of Webster Code, the New York State Fire Code and the International Building Code. Specifically, the building will be outfitted with a sprinkler system and there will also be a fire apparatus access road connection that will allow for emergency response access around the entire building. Therefore, the building will provide safe accommodations for people of all abilities to access the facility which is often not found in older buildings. The project will not result in the migration of explosive gases from a landfill to adjacent structures, nor will the project release contaminated leachate.

Therefore, based on the measure taken by the project sponsor to provide a safe, accessible, and modern workplace, there will only be a small impact on human health.

Q. Consistency with Community Plans.

The project is consistent with the Industrial zoning of the project site, the designation of the land as Industrial in the Future Land Use Plan from the Town of Webster Comprehensive Plan Update, and the other existing industrial buildings in the Industrial district. The milk processing facility is consistent with the County’s plans, including the Monroe County’s Eastern Agricultural District, because it does not alter the existing drainage facilities used by the adjacent parcels and the project sponsor has contacted the one adjacent farmer who has attended both of the project sponsor’s community outreach events for its neighbors. The project will add 266 jobs and bring 200 trucks per day into the area which will not cause the population of the Town of Webster to grow by more than 5%, although there will be a small impact (e.g., residential or commercial development not included in the proposed action) that may be associated with secondary development that will be induced by project bringing employees and trucks into the area.

There is also a small, temporary impact associated with upgrading the existing water, sewer, electricity, natural gas and roads to support the facility, including the construction of a right turn lane for the southbound lane at the intersection of Basket Road and State Route 104, and the

extension of the Boulter Industrial Parkway to Salt Road. Therefore, other than the no or small impacts discussed above, the proposed action is consistent with adopted land use plans.

Although the project could be deemed to be both different from, or in sharp contrast to, the current surrounding land use pattern in the adjacent LLRD, the project is not in the LLRD. Further, the proposed facility's appearance and massing will be aesthetically consistent in form, height, and color with other existing industrial facilities in the area. Moreover, proportionately, in relation to the size of their buildings both the residences within the LLRD and the project sponsor will have large lots, and often, large lawns. The large lot acquired for the project means that the 120' high ASRS warehouse and the milk silos are each setback approximately 575' from the rear property lines of the adjacent LLRD. In fact, there will be a minimum of 800' between the ASRS warehouse and the nearest existing home on County Line Road, and a minimum of 1,200' between the ASRS warehouse and the nearest existing residence on Basket Road. Similarly, there will be a minimum distance of 800' between the milk silos and the nearest existing home on County Line Road. Given the Industrial zoning of the project site, the significant setback distance from the residential properties, and the landscaped 6' high earthen berm paralleling the boundary line between the facility and the LLRD (topped by a 14' tall decorative precast concrete fence along the County Line Road boundary), the line-of-sight impact of on the LLRD is substantially mitigated.

Further diminishing the contrast to the current land use pattern in the neighboring LLRD, the increase in height is not sustained throughout the entire facility, but rather is specific for only those areas that are critical to operational performance. The facility, like the Xerox Toner Plant, will be neutral gray-blue in color, while the silos will be a 2B stainless steel finish, which is a standard matte finish that is also referred to as "dull mill finish."

Therefore, although the project will be different from and contrast with the structures in the LLRD, because it is in an Industrial zoning district, will only be partially visible from the LLRD, and the color, intensity of use, size of the lot compared to the size of the structure, and cover type are similar to other land uses nearby and farther away in the area, the project is consistent with community plans and will not create a substantial change to the character of the current surrounding land use pattern, such that the impact will be small.

R. Consistency with Community Character

The project site is located in an Industrial zoning district. The property for the proposed facility is comprised of five tax parcels that will be consolidated into one tax parcel with a total acreage of 110.40 acres. Four of the parcels are vacant lots which were cleared of most of the trees by their current owner in 2021-2022. The fifth parcel is being used for the stockpile of soil and rock materials. Construction of the proposed facility will not remove any existing facilities that are of historical or economic significance to the community. The facility is consistent with the character of surrounding industrial buildings along Boulter Industrial Parkway, Tebor Road and Basket Road. The project sponsor will enhance the required 100 feet District Buffer Area with a landscaped earthen berm which, along the County Line Road boundary, will be topped by a decorative 14' precast concrete fence. The proposed concrete wall will be an acoustical deadening concrete precast in a pattern which tends to absorb and disperse sound waves.

The dairy processing facility will be at its widest 720' in width and at its longest point 1,851' in length. The actual floor area of the facility's six buildings will total 785,000 square feet. Large portions of the proposed facility will be less than 50' in height meeting the Town of Webster height limitations for an Industrial zoned property. The nature of the industrial equipment being used nevertheless requires that the Automated Storage Retrieval System ("ASRS") warehouse on the north side of the building be 120' high and 36 of the milk silos on the south side be up to 113' and another 13 silos be up to 102'. As shown in the Figure appended to the project sponsor's August 30th submission, the actual silos themselves will be, when rounded up to the nearest foot, approximately 107' and 96', respectively, in height. These silos will then, as described in the project sponsor's August 30, 2023 submission, have a minimum 2' of concrete base exposed above the surface, but depending on how the grade falls away across the array of silos, may have up to 6' of base exposed above the surface at the far end. The proposed facility's appearance, size and massing will meet the essential character of the neighborhood already established by structures in the adjacent industrial area, and will be consistent with the height of the nearby Xerox Toner Building.

There, nevertheless, will be a small impact on community character resulting from the proposed facility's inconsistency with the homes in the adjacent LLRD. Diminishing the impact of the facility on the adjacent LLRD, both the ASRS warehouse portion of the building and the milk silos are each setback to the south and west approximately 520' from the rear property lines of the adjacent LLRD properties. In turn, these setbacks create a minimum of 800' between the ASRS warehouse and the nearest home on County Line Road, and a minimum of 1,200' between the nearest residence on Basket Road and the ASRS warehouse. There will also be a minimum distance of 800' between the nearest home in the LLRD on County Line Road and the milk silos.

Further diminishing the impact, the project sponsor is constructing a 6' landscaped earth berm along all adjoining LLRD properties which it proposes be located 51' from the property line within a 100'-wide buffer zone and be topped with a 14' high decorative precast concrete wall along the property line facing County Line Road. The 51' setback from the property line effectively extends the existing natural landscape of each home in the LLRD an additional 51' into the project site. Line-of-sight renderings taken from the adjoining residential yards illustrate that, during both the summer and winter, the proposed facility will be screened by the vegetated berm and only partially visible behind the existing landscaping in both summer and winter conditions. Those line of site renderings are appended to the August 16, 2023FEAF as Attachment KK.

Moreover, like the adjoining residences, the un-landscaped portions of the facility's interior will be comprised of mowed lawns. Like the Xerox Toner Building, the ASRS warehouse, processing areas and enclosed milk receiving exteriors will be neutral gray-blue in color and largely unbroken rectangles in form. Like the 300' wind turbine located proximate to Route 104 in the Town of Ontario to the east (which is partially visible from the project site), the milk silos' form and arrangement will follow their function while echoing the form of silage silos at area farms. The silos will be a neutral 2B (matte) steel finish.

Based upon the intended use of the facility which is in alignment with the current zoning, the proposed finishes and proposed landscaped buffering, there will be no impact to the community character of the Industrial district and a small impact to the community character of the LLRD.

September 28, 2023

Ana Liss
Executive Director
County of Monroe Industrial Development Agency
50 West Main Street
Rochester, New York 14614

Dear Ana:

I am writing on behalf of Greater Rochester Enterprise (GRE) to support The Coca-Cola Company and fairlife application to the County of Monroe Industrial Development Agency (COMIDA) for program support of the proposed dairy processing facility at the Tebor Road site in the Town of Webster.

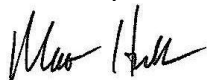
Greater Rochester Enterprise is a nonprofit organization dedicated to improving the economic performance of the Greater Rochester, NY region. GRE focuses on business growth, the attraction of new capital investments, the creation of new jobs, and the retention of existing jobs throughout the area.

The new fairlife dairy processing facility, with a \$650 million capital investment and 250 new high tech jobs, will be the largest dairy processing facility in the Northeast United States. The proposed investment will be a significant positive impact for dairy farmers across Upstate New York as well as those that support dairy farmers across New York.

We encourage the County of Monroe Industrial Development Agency to approve The Coca-Cola Company and fairlife application and look forward to working with fairlife, COMIDA and other regional partners to ensure the success of this unique operation well into the future.

Please feel free to contact me directly with any questions regarding this support.

Sincerely,



Matt Hurlbutt
President & CEO



MODIFICATION SUMMARY

DATE: October 17, 2023

APPLICANT:

Tower 195 LLC
1890 S Winton Road, Suite 100
Rochester, NY 14618

PROJECT LOCATION:

The Metropolitan
1 South Clinton Avenue/219-221 East Main Street
Rochester, NY 14604

MODIFICATION REQUEST:

Tower 195 LLC, a Gallina Development real estate entity, began redevelopment of the former Chase Tower in 2015, now known as The Metropolitan located in the City of Rochester. Since that time, there have been several increases to sales tax and mortgage recording tax exemptions as well as extensions of the sales tax exemption. The project was originally approved for a mortgage recording tax and sales tax exemptions in October of 2015. The applicant is seeking an extension of the sales tax exemption through December 31, 2024 to complete construction of apartments on floor 26. The project should be complete by end of 2024.

PROJECT AMOUNT

ORIGINAL
\$4,910,000

Motion By: _____
Seconded By: _____

RESOLUTION
 (Tower 195 LLC Project)
 OSC Code 2602-15-069F

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices located at 50 West Main Street, Rochester, New York 14614, on October 17, 2023, at 12:00 p.m.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
 DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE
 EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO
 TOWER 195 LLC (THE "COMPANY") THROUGH DECEMBER 31, 2024;
 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by Resolution duly adopted on October 20, 2015, the Agency appointed **TOWER 195 LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in approximately 2.16-acres of land located at 1 South Clinton Avenue and 219 and 221 East Main Street in the City of Rochester, New York [Tax Map Nos. 121.24-01-036; 121.24-01-01 and 121.24-01-02] (collectively, the "Land") together with the existing approximately 470,000 square-foot building thereon (known as The Metropolitan Rochester) (the "Existing Improvements"); (B) the renovation of the Existing Improvements, consisting of a state-of-the-art entrance, new exterior lighting, 8 new elevators, updated lobby with a new bridge, security desk and three different food and beverage opportunities and renovated office space on Floors 4-13, residential apartments on Floors 14-21 and, in the future, condominiums on Floors 22-26 (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2020; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated November 11, 2020, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2021; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated September 23, 2021, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2022; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated December 22, 2022, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2023; and

WHEREAS, the Company has now, pursuant to a certain Project Modification Request, dated September 28, 2023, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2024; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax through **December 31, 2024**. The Agency agrees to consider any requests by the Company for another extension or an increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 2. The Executive Director, Deputy Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described changes with respect to the Facility.

Section 3. The Executive Director, Deputy Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Deputy Executive Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Anthony Meleo				
Troy Milne				
Lisa Bolzner				
Joseph Alloco				
Rhett King				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on October 17, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of October, 2023.

Ana J. Liss, Executive Director



PROJECT MODIFICATION REQUEST

If you have any questions or need assistance, please call 585.753.2000.

Applicant: TOWER 195 LLC
Project Address: 1 SOUTH CLINTON AVENUE / 219-221 EAST MAIN STREET
Contact Name: KURT SERTL
Contact Company: GALLINA DEVELOPMENT CORPORATION
Contact Address: 1890 S WINTON ROAD, SUITE 100, ROCHESTER, NEW YORK 14618
Contact Email: KURT@GALLINADEV.COM Contact Phone: 585-654-6650

Employment in Monroe County: 486 9/1/2023
Full Time Part Time As of Date

Modification Requested: Check all that apply. (Attach additional page if necessary). Legal fees apply.

A substantial change in project costs or scope may require a new application.

☐ **Increase in Project Costs:** Must complete page 2. (If there is a significant change in Project Scope, an application will be required.)

Assistance Requested: Check all that apply.

☐ Property Tax Abatement

☐ Mortgage Tax Exemption

☐ Sales Tax Exemption

Project Cost Information: \$ \$ \$ 0
Original Project Cost Increase in Project Costs New Project Costs

☒ **Extend or Renew Sales Tax Exemption:** (If exemption date has expired, a \$350 fee applies.)

12/31/2023

06/30/2024

\$ 779,198.53

Current Expiration Date

Requested Expiration Date

Amount of Exemptions Taken to Date

Reason for Extension:

APARTMENT CONSTRUCTION ON FLOOR 26. COMPLETION OF FINAL TWO UNITS.

☐ **New Tenant:** Include name, business description , and square feet to be occupied.

Applicant hereby represents that (i) it is not in default under any documents executed in connection with the Project being modified; (ii) Applicant will pay all applicable fees of the Agency and its counsel in connection with the modification of the Project.

Signed:  Date: 09/28/2023

Print Name and Title: Kurt J. Sertl, Director of Finance

Staff Use Only: 9/28/23 10/20/15 15 069 F ^{2/20}
Date Received Date of Original Approval: New Code 2602



MODIFICATION SUMMARY

DATE: October 17, 2023

APPLICANT:

Innovation Partners Roc LLC
1890 S. Winton Road, Suite 100
Rochester, NY 14618

PROJECT LOCATION:

100-140 S. Clinton Avenue
Rochester, NY 14604

131 Chestnut Street
Rochester, NY 14604

MODIFICATION REQUEST:

Innovation Partners Roc LLC is renovating the Xerox Square property to create a collaborative academically focused campus. Phase 1 of the project was approved for sales and mortgage recording tax exemptions only in September 2020. Phase 2 of the project was approved for sales and mortgage recording tax exemptions only in November 2021. The applicant was approved for an increase in the mortgage recording tax exemption last year and an extension in January 2023. The applicant is now requesting an extension of the sales tax exemption through December 31, 2024 to complete phase 2 of the project.

PROJECT AMOUNT

ORIGINAL
\$39,300,000

Motion By: _____
Seconded By: _____

RESOLUTION

(Innovation Partners ROC LLC Project Modification)
 OSC Project Code 2602-20-035E

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices located at 50 West Main Street, Rochester, New York 14614, on October 17, 2023, at 12:00 p.m.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO INNOVATION PARTNERS ROC LLC (THE "COMPANY") THROUGH DECEMBER 31, 2024; AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by Resolution duly adopted on September 15, 2020, the Agency appointed **Innovation Partners ROC LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "2020 Project") consisting of: (A) the acquisition of a leasehold interest in a portion of the approximately 580,000 square-foot Xerox Square (the "Existing Improvements") located at 70, 86, 90 and 100-140 S. Clinton Avenue and 131 Chestnut Street in the City of Rochester, New York (the "Land"); (B) the construction of a new building entry/driveway and a new lobby; (C) the renovation of floors 3-13 and 16-21 of the Existing Improvements to construct up to 180 residential units consisting of 1-, 2- and 3-bedrooms; (D) the renovation of floors 22-29, the approximately 25,000 square-foot lower concourse and the approximately 17,000 square-foot out parcel building for use as office space, with a focus on innovation; (E) the renovation of floors 2, 7 and 22 for use as amenities, including, but not limited to, student lounges, fitness center, sound proof practice rooms and lab/maker space; (F) the modernization of the existing, approximately 750 seat auditorium for use as a music venue, center for e-sports and a lecture hall (clauses (B) through (F), collectively, the "2020 Improvements") and (H) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "2020 Equipment" and, together with the Land, the Existing Improvements and the 2020 Improvements, the "2020 Facility"); to house up to 500 upper level and graduate students; and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject

to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2021; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated October 26, 2021, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2022; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated December 22, 2022, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2023; and

WHEREAS, the Company has now, pursuant to a certain Project Modification Request, dated September 28, 2023, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2024; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax through **December 31, 2024**. The Agency agrees to consider any requests by the Company for another extension or an increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 2. The Executive Director, Deputy Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described changes with respect to the Facility.

Section 3. The Executive Director, Deputy Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Deputy Executive Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Troy Milne				
Lisa Bolzner				
Joseph Alloco				
Rhett King				
Norman Jones				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on October 17, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 17th day of October, 2023.

Ana J. Liss, Executive Director



PROJECT MODIFICATION REQUEST

If you have any questions or need assistance, please call 585.753.2000.

Applicant: Innovation Partners Roc LLC
Project Address: 100-140 S. Clinton Avenue, 131 Chestnut Street
Contact Name: Evan Gallina
Contact Company: Gallina Development Corporation
Contact Address: 1890 S. Winton Road, Suite 100, Rochester, NY 14618
Contact Email: evan@gallinadev.com Contact Phone: 585-654-6650

Employment in Monroe County: 305 9 09/01/2023
Full Time Part Time As of Date

Modification Requested: Check all that apply. (Attach additional page if necessary). Legal fees apply.

A substantial change in project costs or scope may require a new application.

☐ **Increase in Project Costs:** Must complete page 2. (If there is a significant change in Project Scope, an application will be required.)

Assistance Requested: Check all that apply.

☐ Property Tax Abatement

☐ Mortgage Tax Exemption

☐ Sales Tax Exemption

Project Cost Information: \$ \$ \$ 0
Original Project Cost Increase in Project Costs New Project Costs

☒ **Extend or Renew Sales Tax Exemption:** (If exemption date has expired, a \$350 fee applies.)


12/31/2023 12/31/2024 \$ 1,227,327.68
Current Expiration Date Requested Expiration Date Amount of Exemptions Taken to Date

Reason for Extension:

Construction of commercial (office) portion of the project. Currently vacant floors are: 16 (partial), 25, 26 (partial), 27 (partial), 28, 29

☐ **New Tenant:** Include name, business description, and square feet to be occupied.

Applicant hereby represents that (i) it is not in default under any documents executed in connection with the Project being modified; (ii) Applicant will pay all applicable fees of the Agency and its counsel in connection with the modification of the Project.

Signed:  Date: 09/28/2023

Print Name and Title: Evan A. Gallina, Member

Staff Use Only: 9/28/23 9/15/20 20 035 E
Date Received Date of Original Approval New Code 2602 ^{2/20}



MCFL APEX ACCELERATOR

MONROE COUNTY • FINGER LAKES



Anna Vulaj Fitzsimmons
Program Director, MCFL APEX Accelerator
avulaj@monroecounty.gov
www.mcflapex.org

Mission

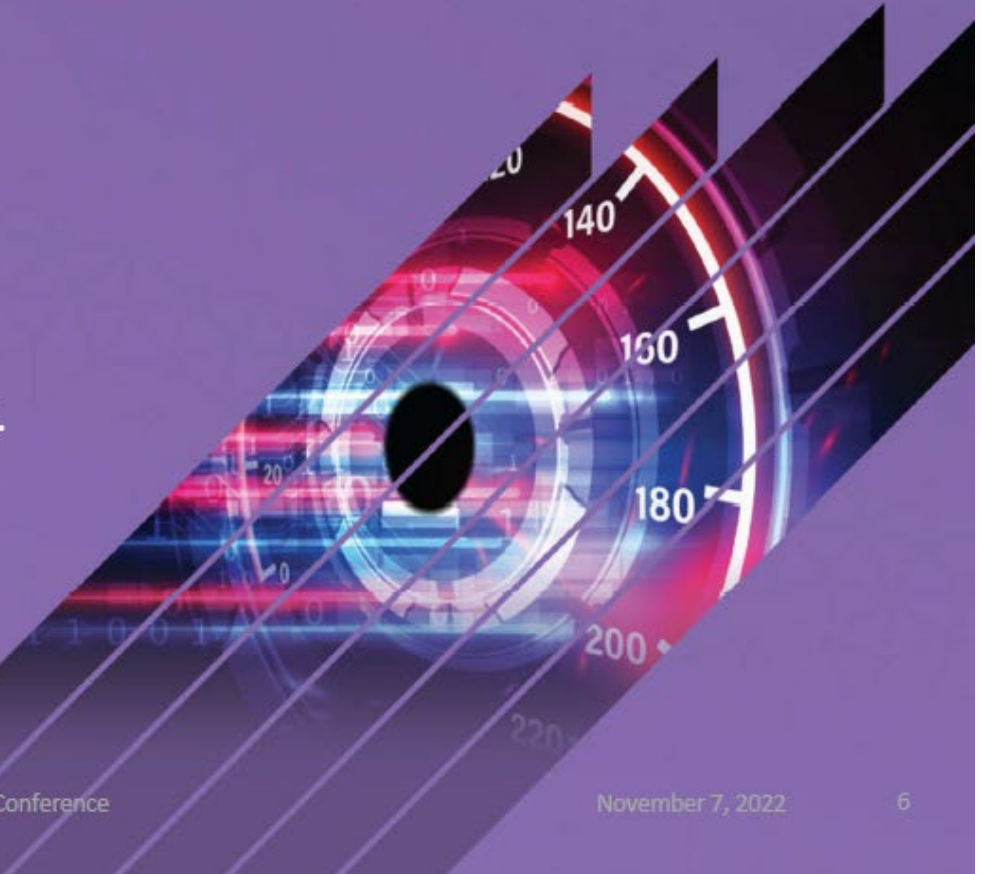
Serve as the axis for existing and new business to strengthen the defense industrial base by accelerating innovation, fostering ingenuity, and establishing resilient and diverse supply chains.

Vision

A diverse and resilient domestic industrial base that can deliver preeminent solutions to the military and other government users.

UNCLASSIFIED

APEX



The APEX Accelerators program, formerly known as Procurement Technical Assistance Program (PTAP), under management of the Department of Defense (DoD) Office of Small Business Programs (OSBP), plays a critical role in the Department's efforts to identify and [helps](#) a wide range of businesses enter and participate in the defense supply-chain. The program provides the education and training to ensure that all businesses become capable of participating in military, federal, state, and local government contracts.

- Grow the Defense Industrial Base (DIB) & Government Industrial Base (GIB)
- Increase Equity and Inclusion
- Increase Awareness of and Compliance with FOCI – Foreign Ownership, Control or Influence
- Increase Cybersecurity of the Industrial Base
- Facilitate Innovation
- Strengthen the Supply Chain

96 DOD APEX Accelerators

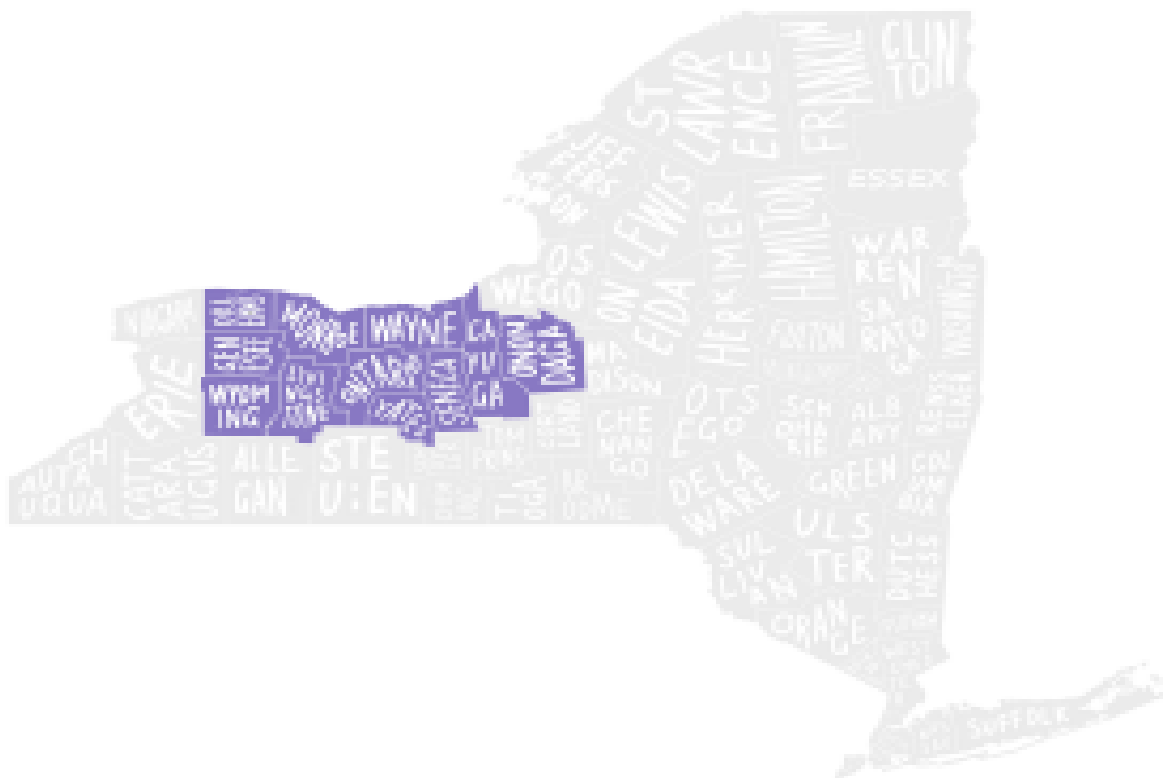
MCFL APEX Accelerator

SERVING NYS BUSINESSES BASED IN

11 Counties

CAYUGA*
GENESEE
LIVINGSTON
MONROE
ONTARIO
ONONDAGA*
ORLEANS
SENECA
WAYNE
WYOMING
YATES

*SHARED COVERAGE



Providing Government Contract Counseling through...

Contract Assistance

- One-on-one counseling*

Government Market Strategy

- Research
- Build a roadmap

Training & Networking

- Workshops/Webinars
- G2B Matchmakers / Outreach

**Must complete application for free services.*

Counseling

Assess

- Business potential to do business with the government

Assist

- Federal & state registrations & certifications
- Identify subcontracting opportunities
- Solicitation/bid preparation/SBIRs/STTRs
- Post-award performance

Clarify

- Government Regulations
- Technical Information
- Specifications & Standards

Guide

- Government markets/government marketing roadmap
- **Notice of upcoming opportunities “Bid Match” service**

How We Help...

Government Agencies

- ✓ Outreach to small businesses
- ✓ Identify potential vendors to meet contracting goals
- ✓ Partner for innovative acquisition strategies

Large Prime Contractors

- ✓ Prepare subcontracting plans
- ✓ Identify qualified small business subcontractors

Types of Registrations

Most registrations are mandated by law in order to do business with the government.

Federal/ Military

- SAM
- CMMC
- DIBBS
- GSA
- ITAR
- JCP
- SBA Dynamic
- WAWF

NY State

- NYS Contract Reporter
- NYS Contract System

Primes & Agencies (federal, state and local)

- Vendor Registrations

VS.

Types of Certifications

Certifications are optional, governed by law and based on qualifications.

Federal

- SBA: 8(a), HUBZone
- ED/WOSB, SDVOB
- DOT DBE
- Self-certs

NY State

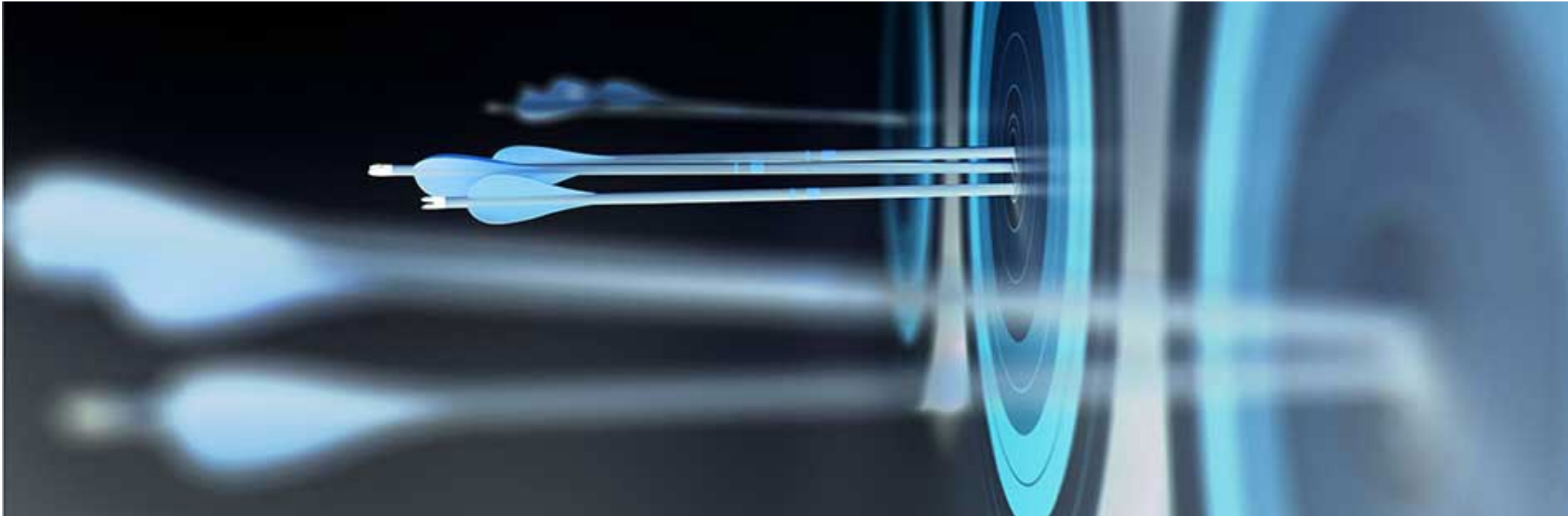
- MBE
- WBE
- SDVOB

Local

- MBE
- WBE

51%

Federal & NYS Contracting Goals



CATEGORY	CURRENT GOAL
Small Business	23%
SDB (including 8(a))	12%
HUBZone	3%
SDVOSB	3%
WOSB	5%

NYS:

- 30% MBE
- 30% WBE
- 6% SDVOB

- Strategic Objective 1: Implement a Unified Management Approach for Small Business Programs and Activities
 - Implement a Unified Management Structure by Establishing a Group to Integrate Small Business Programs and Activities
 - Train and Credential a Unified Small Business Professional Workforce
 - Streamline Entry Points and Improve Small Business Access to Decision-Makers
- Strategic Objective 2: Ensure the Department's Small Business Activities Align with National Security Priorities
 - Stabilize and Scale Programs that Help Small Technology and Manufacturing Businesses Deliver Capabilities to the Warfighter
 - Utilize Data Tools to Understand and Expand Small Business Participation and Spending in Order to Ensure a Robust and Resilient Industrial Base
 - Expand Policy and Process Engagement of Small Business Professionals and Senior Leaders on Small Business Matters
- Strategic Objective 3: Strengthen the Department's Engagement and Support of Small Businesses
 - Improve Outreach and Communications with Small Businesses
 - Provide Cybersecurity Training and Resources to Small Businesses
 - Educate Small Businesses on Risks of Foreign Ownership, Control, and Influence
- <https://media.defense.gov/2023/Jan/26/2003150429/-1/-1/0/SMALL-BUSINESS-STRATEGY.PDF>

The following twenty-one critical and emerging technology areas are of particular importance to the Department of Defense and the national security of the United States.

Advanced and Networked Sensors, Sensing, and Signature

Advanced Manufacturing

Advanced Materials

Artificial Intelligence (AI)

Biotechnologies

Communication and Networking Technologies

Computing and Software (Advanced)

Cyber and Integrated Sensing

Directed Energy

Financial Technologies

Future Generation Wireless Technology (FutureG)

Gas Turbine Engine Technologies (Advanced)

Human-Machine Interfaces

Hypersonics

Integrated Network Systems-of-Systems

Microelectronics and Semiconductors

Nuclear Energy Technologies (Advanced)

Quantum Science including Quantum Information Technologies

Renewable Energy Generation and Storage

Robotics and Autonomous Systems

Space Technologies and Systems

(Note: More information is available at <https://www.cto.mil/usdre-strat-vision-critical-tech-areas/> and <https://www.whitehouse.gov/wp-content/uploads/2022/02/02-2022-Critical-and-Emerging-Technologies-List-Update.pdf>)

Other Small Business Programs Managed by the Department of Defense

SBIR

Small Business Innovation Research (SBIR) program invests more than \$1 billion annually in small business technology.

IIP

The Indian Incentive Program (IIP) helps Indian organizations and Indian-owned economic enterprises win subcontracts.

MPP

In the past five years, proteges participating in DoD's Mentor-Protégé Program (MPP) have been awarded more than \$6.5 billion in contracts and subcontracts.

RIF

The Rapid Innovation Fund (RIF) program inserts promising and mature technologies with immediate application potential into programs of record.

Project Spectrum

Project Spectrum is a comprehensive, cost-effective platform that provides companies, institutions, and organizations with cybersecurity information, resources, tools, and training. Their mission is to improve cybersecurity readiness, resiliency, and compliance for small/medium-sized businesses and the federal manufacturing supply chain. www.projectspectrum.io

- **Cyber compliance will be a requirement on all Federal Contracts in the near future.**

Small Business Contracts Awarded

	FY '15	FY '16	FY '17	FY '18	FY '19	FY '20	FY '21	FY '22
Contract \$'s reported by clients (millions)	\$75.8	\$38.98	\$128.71	\$92.35	\$95.29	\$104.29	\$110.70	\$83.25
Jobs retained or created	759**	390**	1,287**	1,962 ⁺	2,025 ⁺	2216 ⁺	2352 ⁺	1769 ⁺

**2019: DLA has announced it is using BLS stat of \$47,060 as new jobs calculation*

***Per adjusted DoD calculations: \$100,000 = 1 job*

OLD Reporting Metrics

Progress Toward Goals

As of 08/31/2023



Special Report – RASE Commission Outreach Events & Training Stats

MCFL APEX Stats 2022 – 08/31/2023

- Number of minority-owned business provided one-on-one counseling: 169
- Number of women-owned businesses provided one-on-one counseling: 171
- **Total: 340**

Awards (government contracts for small businesses – value of contracts) reported:

- Minority-owned: \$23,359,292
- Women-owned: 31,001,430

Training and Outreach Events Total: 50

- Sponsored: 23 Events
- Participated/Spoke: 27

Special Report – RASE Commission Outreach Events & Training Stats

Specific MWBE targeted events/training:

02-22-2022	NASA Artemis Small Business Outreach event w/Congressman Joe Morelle – MCFL APEX guest presenters – 150 Attendees
03-08-2022	Women in Government Contracting - WOSB Small Business Panel Discussion, in conjunction with Sen. Gillibrand, Congressman Morelle, NYS Assemblywoman Clark, SBA – APEX hosted event – 28 attendees
04-19-2022	APEX & NYS ESD DMWBD - MWBE Process Simplified – 173 attendees
06-23-2022	NYS MWBE Western NY Forum Developing an Effective Marketing Strategy for MWBE Businesses - MCFL APEX presented Developing an Effective Marketing Strategy for MWBE Businesses – 74 attendees
07-20-2022	Fort Drum - Training for new Contracting Personnel – focus on supplier - diversity/certifications – MCFL APEX provided training – 36 attendees
08-04-2022	L3Harris Space and Airborne Systems Virtual Small Business Summit – APEX presented on registrations and certifications – 63 Attendees
10-03-2022	2nd Annual Congressman Morelle & County Executive Bello DoD Forum – targeted small diverse businesses – hosted by APEX – 218 attendees
11-08-2022	Lockheed Martin Rotary and Mission Systems - Supplier Diversity team meeting – APEX provided government contracting updates – 10 attendees
01-27-2023	4th Friday Fundamentals - New Year, Hot Topics Briefing - January's discussion topics include: Certifications - SDVOSB, WOSB, 8(a)-(federal minority certification) – 21 attendees
02-16-2023	Christa Construction Informational Minority Networking Event – APEX participated – 50 Attendees
02-28-2023	How NYS MWBEs can find local, state, federal and military contracts – APEX hosted and presented – 71 Attendees
03-01-2023	SBDC - Meet your new APEX Accelerator - Understand APEX Accelerators & Services Offered – 20 Attendees
03-23-2023	4th Friday Fundamentals - Economic Development Incentives and Programs – MCED presented/highlighted MWBE financial incentive programs – APEX hosted – 27 Attendees
05-03-2023	SBA Buffalo Matchmaker – MCFL APEX provided rules of the day, and tabled event – numerous diverse business concerns – 249 Attendees
07-28-2023	APEX Friday Fundamentals Webinar - An Overview of Monroe County's Minority and Women Business Certification – DEI presented – APEX hosted – 27 attendees

Other events where APEX had a table to speak one-on-one with small, disadvantaged, women or veteran owned businesses

04-26-2022	Inaugural Monroe County MWB Training Forum – APEX presented and had table
05-25-2022	DASNY Outreach MWBE Event
10-06-2022	12th Annual NYS MWBE Forum - Albany & Virtual - Virtual Expo Booth
01-24-2023	Upstate New York 2023 MWBE Summit – table
02-15-2023	Monroe County MWBE Breakfast – attended
03-24-2023	City of Rochester Upstate MWBE Conference – table
05-12-2023	Work Smart NY ROC Airport Rehabilitation – table
05-31-2023	Monroe County Small Business Open House & MicroAdvantage Loan Launch – table

Other – Special Projects

- o ARPA Grantees – assisted with getting grantees registered in Federal System for Award Management

- DOD OSBP has instituted new metrics and reporting for the APEX Accelerators Program
 - Allow them to better track national trends
 - Congressional Reporting
 - Additional Program Funding
 - ***NEW: as of 04/01/2024 All APEX Accelerators will be on an 04/01 Program Year Budget***

MCFL APEX Effective Date – 09/01/2023

GOAL
Goal 1. Cultivate and Sustain the Defense Industrial Base (DIB) and Government Industrial Base (GIB).
Goal 2. Increase Equity and Inclusion.
Goal 3. Increase Awareness of and Compliance with Foreign Ownership, Control, or Influence (FOCI).
Goal 4. Improve Cybersecurity of the DIB and GIB.
Goal 5. Facilitate Innovation for the DIB and GIB.
Goal 6. Strengthen the Supply Chain.
Goal 7. Capture Market Data in Key Industries.

Budget Comparisons

	2022	2023	2024
	*09/01/2022 to 08/31/2023	**09/01/2023 to 03/31/2024	***04/01/2024 to 03/31/2025
DOD Contribution @ 65%	\$ 255,945.00	-	\$ 402,937.62
COMIDA Contribution @ 35%	\$ 91,260.00	\$ 118,024.00	\$ 144,990.01
In-kind Contribution	\$ 46,556.00	-	\$ 71,976.40
DOD Contribution @ 85%	-	\$ 275,277.93	\$ 526,918.43
COMIDA Contribution @ 15%	-	\$ 48,641.63	\$ 92,985.60
In-kind Contribution	-	-	-

- Reflects – Additional funds from DOD Increased 50/50 split to 65% DOD/35% COMIDA
- Reflects – Additional funds from DOD increased to 85/15% split; budget year adjusted
- Reflects – New fiscal year moving forward.

- Increased Territory
- Increased Staff
- Minority Business Outreach Campaign – WDKX & Minority Reporter
- Expansion of Defense & Government Forum & Matchmaker
- Equipment

Budget Request

FY 2024 – 2025 Budget (April 1, 2024 – March 31, 2025)

Proposing Distressed Budget 85% DOD – 15% COMIDA Cost Sharing

Budget Request Proposal not to exceed \$144,990.01. (Reflects DOD 65% - 35% COMIDA Cost Sharing max)

3rd Annual Congressman Morelle & County Executive Adam Bello Government Contracting Forum & Matchmaker featuring DODs Farooq Mitha, Director of Office of Small Business Programs

[Click here to more details and registration](#)

ABOUT

This is a great opportunity to bring together the Military and Government contracting and subcontracting ecosystem, to demonstrate the importance of sustaining and growing a diverse supply chain. We are all working together to help small businesses enter and re-enter the Defense and Government Industrial Base.

Partners



Sponsors





U.S. CONGRESSMAN
JOSEPH MORELLE
REPRESENTING THE 25TH DISTRICT OF NEW YORK



ADAM J. BELLO
COUNTY EXECUTIVE

160

present

3rd Annual
GOVERNMENT ★ CONTRACTING
FORUM & MATCHMAKER

PANEL DISCUSSIONS | TRAINING | MEET BUYERS
BEST PRACTICES WITH AGENCIES & PRIMES | CYBERSECURITY / SBIR/STTR | INDIAN INCENTIVE PROGRAM

OCTOBER 3, 2023
Memorial Art Gallery | Rochester, NY

**GROWING THE INDUSTRIAL BASE AND
ACCELERATING INNOVATION**

**Special Guest Speaker: Mr. Farooq A. Mitha, Director
Department of Defense (DoD) Office of Small Business Programs (OSBP)**

Meet with Defense, Federal, State & Local Agencies
and Large Government Prime Contractors

www.mcflapex.org

No Fee to Attend



The National Center for
American Indian
Enterprise Development
APEX Accelerator



Agencies and Large Primes

- DOD Office of Small Business Programs - *HQ*
- Air Force Research Labs – *Rome, NY*
- Air Force Materiel Command – *Wright Patterson AFB-OH*
- 914th Air Refueling Wing – *Niagara Falls*
- 925th Contracting Battalion, Mission and Installation Contract Command – *Fort Drum, NY*
- Navy Office of Small Business Programs – *HQ*
- Defense Contract Audit Agency - *PA*
- Project Spectrum – DoD OSBP Cybersecurity Initiative - *HQ*
- C&S Companies
- Christa Construction, LLC
- City of Rochester
- ConServe
- County of Monroe Purchasing Department
- CUBRC, Inc.
- Deloitte
- ElbitAmerica, Inc.
- General Dynamics – Electric Boat
- L3Harris Communications Systems
- L3Harris Space and Airborne Systems
- LeChase Construction Services, LLC
- Lockheed Martin Company
- Moog Inc.
- NYS Dormitory Authority
- NYS Olympic Regional Development Authority
- NYS Power Authority
- NYS Thruway Authority
- Pike Construction Services, Inc.
- Rochester Institute of Technology
- Regional Transit Service
- SUNY Geneseo
- University of Rochester

Resource Partners

- APEX Accelerator
 - MCFL and American Indian APEX
- Bank of America
- COMIDA
- Monroe County Economic Development
- Monroe County Office of Diversity, Equity and Inclusion
- NYS Empire State Development (ESD)
- NYS ESD – Science, Technology and Innovation Div.
- NYS Office of General Services (OGS), Office of Business Diversity
- NYS OGS, Division of Service-Disabled Veterans' Business Development
- NextCorps
- Niagara Frontier Transportation Authority (NFTA)
- SCORE
- SUNY Brockport Small Business Development Center
- Trade Adjustment Assistance Center
- U.S. Small Business Administration



MCFL APEX ACCELERATOR

MONROE COUNTY • FINGER LAKES



**Thank you for your
continued support!**



Workforce Development Fund Summary

Program	Total Amount	Payments in 2022	Projected Payments in 2023	Projected Payments in 2024	Projected Payments in 2025 and 2026	
RBCTC	\$100,000	\$100,000				\$100,000
YAMTEP Year 1	\$400,000	\$200,000	\$200,000			\$400,000
MAPP	\$400,000	\$87,628	\$312,372			\$400,000
MCC Optics	\$500,000		\$53,618	\$446,382		\$500,000
IBERO	\$1,000,000		\$250,000	\$250,000	\$500,000	\$1,000,000
1199 SEIU	\$300,000		\$150,000	\$150,000		\$300,000
Embark	\$400,000		\$100,000	\$300,000		\$400,000
Child First	\$300,000		\$100,000	\$200,000		\$300,000
Enhanced Recovery (RW)	\$200,000		\$50,000	\$150,000		\$200,000
On the job (RW)	\$250,000		\$62,500	\$187,500		\$250,000
YAMTEP Year 2	\$520,000		\$320,000	\$200,000		\$520,000
Total	\$4,370,000	\$387,628	\$1,599,191	\$1,883,882	\$500,000	\$4,370,700

Total Funds Committed \$5,156,317
Fund Committed \$4,370,000
Fund Remaining \$786,317



Key Highlights of 2024 Budget Analysis

Projected 12 months ending December 31, 2023 compared to Budget 12 months ending December 31, 2023

	Projected	Budget	\$ Variance	% Variance
Overall Projected Net Deficit	(\$845,000)	(\$1,551,000)	(\$705,000)	45%
Interest Income	\$330,000	\$1,000	\$329,000	32900%
Fee Income	\$2,400,000	\$2,000,000	\$400,000	20%
Program & Community Development	\$2,501,000	\$2,452,000	(\$49,000)	2%
General& Adminisrative Expenses	\$762,000	\$780,000	\$19,000	2.5%

Projected 12 months ending December 31, 2023 compared to Budget 12 months ending December 31, 2024

	Projected	Budget	Variance	% Variance
Overall Projected Net Deficit	(\$845,000)	(\$1,235,000)	\$390,000	46%
Interest Income	\$330,000	\$350,000	\$20,000	6%
Fee Income	\$2,400,000	\$2,500,000	\$100,000	4%
Payroll & Community Development	\$311,000	\$358,000	(\$47,000)	15%
Program & Community Development	\$2,501,000	\$2,923,000	(\$422,000)	17%
General& Adminisrative Expenses	\$762,000	\$803,000	(\$41,000)	6%

	Year Ending		Year Ending		Year to Date	Year Ending	Year Ending		Year Ending	
	12/31/2021		12/31/2022		6/30/2023	12/31/2023	12/31/2023	Budget 2023 vs. Projected 2023	12/31/2024	Projected 2023 vs. Budget 2024
	Actual	2021 Budget	Actual	2022 Budget	Actual	Projected	2023 Budget	Projected Variance	2024 Budget	Budget Variance
Revenue										
Revenue										
Interest Income	509.19	3,000.00	2,197.70	3,000.00	81,803.71	330,000.00	1,000.00	32900%	350,000.00	6%
Fee Income	3,859,076.88	2,000,000.00	8,832,843.70	2,250,000.00	269,280.14	2,400,142.00	2,000,000.00	20%	2,500,000.00	4%
Application Fee	16,800.00	-	10,150.00	-	5,750.00	8,500.00	-		-	
Miscellaneous Income	-	-	9,200.00	-	-		-		-	
Total Revenue	3,876,386.07	2,003,000.00	8,854,391.40	2,253,000.00	356,833.85	2,738,642.00	2,001,000.00	37%	2,850,000.00	4%
Total Revenue	3,876,386.07	2,003,000.00	8,854,391.40	2,253,000.00	356,833.85	2,738,642.00	2,001,000.00	37%	2,850,000.00	4%
Payroll										
Payroll - Employee Benefits	55,547.73	-	52,077.11	40,000.00	19,036.67	40,000.00	40,000.00	0%	48,000.00	20%
Payroll - Fees	2,588.13	-	7,326.45	2,000.00	3,718.90	7,000.00	6,000.00	17%	7,000.00	0%
Payroll - Retirement Expense	10,230.00	-	10,129.00	40,000.00	9,361.00	45,000.00	45,000.00	0%	45,000.00	0%
Payroll - Salaries	245,759.62	325,000.00	253,343.71	281,229.00	100,332.30	202,000.00	202,000.00	0%	240,000.00	19%
Payroll - Taxes	19,928.56	-	19,552.79	16,000.00	8,032.99	16,000.00	16,000.00	0%	17,000.00	6%
Payroll - Workers' Compensation	1,268.29	-	1,389.45	900.00	597.84	1,200.00	900.00	33%	1,000.00	-17%
Total Payroll	335,322.33	325,000.00	343,818.51	380,129.00	141,079.70	311,200.00	309,900.00	0%	358,000.00	15%
Sponsorships	19,800.00	10,000.00	10,015.00	11,000.00	-	-	10,000.00	-100%	-	
Program & Community Development										
GRE	50,000.00	50,000.00	54,000.00	50,000.00	25,000.00	50,000.00	50,000.00	0%	50,000.00	0%
Economic Gardening						50,000.00			50,000.00	0%
Mpower (Formerly Ladderz Up)	714,724.42	500,000.00	393,004.86	500,000.00	232,949.91	500,000.00	500,000.00	0%	500,000.00	0%
MPower Healthcare	-	-	200,000.00							
PTAC Funding	28,040.77	-	104,574.18	92,000.00	45,010.47	101,800.00	101,800.00	0%	140,000.00	38%
Workforce Deveopment Fund			387,628.03		282,826.93	1,599,191.00	1,600,000.00	0%	1,883,182.00	18%
Program & Community Development - Other	170,413.33	300,000.00	330,000.00	300,000.00	145,985.95	200,000.00	200,000.00	0%	300,000.00	50%
Total Program & Community Development	963,178.52	850,000.00	1,469,207.07	942,000.00	731,773.26	2,500,991.00	2,451,800.00	2%	2,923,182.00	17%
General & Administrative										
General & Administrative										
Advertising	6,706.57	20,000.00	4,381.91	10,000.00	9,363.06	10,000.00	10,000.00	0%	10,000.00	0%
County Administrative Contract	474,000.00	473,000.00	474,000.00	473,000.00	237,000.00	474,000.00	474,000.00	0%	474,000.00	0%
Dues & Subscriptions	18,218.09	7,000.00	9,515.27	10,000.00	12,690.85	23,000.00	10,000.00	130%	23,000.00	0%
Office Supplies	7,439.01	10,500.00	18,329.52	10,500.00	5,041.15	10,500.00	10,500.00	0%	10,500.00	0%
Postage & Delivery	1,710.97	1,000.00	2,254.68	1,000.00	1,217.52	2,000.00	2,000.00	0%	2,000.00	0%
Recording Fees & Public Notices	6,771.11	4,000.00	2,871.97	5,000.00	1,667.77	3,500.00	5,000.00	-30%	5,000.00	43%
Accounting Fees										
Audit	11,250.00	12,000.00	11,550.00	12,000.00	11,850.00	11,850.00	12,000.00	-1%	12,000.00	1%
Financial Services	54,915.00	52,000.00	55,860.00	52,000.00	27,930.00	52,000.00	52,000.00	0%	52,000.00	0%
Total Accounting Fees	66,165.00	64,000.00	67,410.00	64,000.00	39,780.00	63,850.00	64,000.00	0%	64,000.00	0%
Consulting Fees	73,335.93	72,000.00	77,000.04	82,000.00	38,500.02	77,000.00	77,000.00	0%	77,000.00	0%
Compliance Fees	13,999.26	15,000.00	27,999.96	25,000.00	13,999.98	28,000.00	28,000.00	0%	28,000.00	0%
Legal Fees	87,378.86	50,000.00	114,523.05	50,000.00	3,842.50	20,000.00	50,000.00	-60%	50,000.00	150%
Professional Fees - Other	-	-	2,840.00		2,300.00	2,300.00				-100%
Staff Development - Training	15,531.85	20,000.00	19,916.31	20,000.00	14,345.28	25,000.00	30,000.00	-17%	30,000.00	20%
Travel & Entertainment	12,089.75	7,000.00	9,524.53	7,000.00	4,429.06	9,000.00	9,000.00	0%	10,000.00	11%
General & Admin. Expense	875.67	5,000.00	1,356.41	5,000.00	3,458.87	9,000.00	5,750.00	57%	15,000.00	67%
Depreciation Expense	320.00	-	158.54	-	-					
Website Maintenance	3,248.00	-	5,500.00	5,000.00	2,000.00	4,000.00	5,000.00	-20%	5,000.00	
Total General & Administrative	787,790.07	748,500.00	837,582.19	767,500.00	389,636.06	761,150.00	780,250.00	-2%	803,500.00	6%
PTAC Activity, Net - (Income)/Expense										
PTAC Income	(232,437.61)	-	(318,387.60)		(142,651.60)	(306,518.99)	-		-	
PTAC Expense	217,799.55	-	259,376.88		152,979.22	317,224.65	-		-	
Total PTAC Activity (Income)/Expense	(14,638.06)	-	(59,010.72)	-	10,327.62	10,705.66	-		-	
Total General & Administrative	773,152.01	748,500.00	778,571.47	767,500.00	399,963.68	771,855.66	780,250.00	-1%	803,500.00	4%
Total Expenses	2,091,452.86	1,933,500.00	2,601,612.05	2,100,629.00	1,272,816.64	3,584,046.66	3,551,950.00	1%	4,084,682.00	14%
Gain/(Loss) on Asset	(20,000.00)	-	-		-	-	-			
Change In Net Assets	1,764,933.21	69,500.00	6,252,779.35	152,371.00	(915,982.79)	(845,404.66)	(1,550,950.00)	-45%	(1,234,682.00)	46%



Pyramid Brokerage Company
370 Woodcliff Drive, Suite 210
Fairport, NY 14450
Tel +1 585 248 9426
Fax +1 585 248 3981
pyramidbrokerage.com

September 22, 2023

COMIDA
c/o Alessandro Ceres
370 Woodcliff Drive
Fairport, NY, 14450

RE: ***Letter of Intent to Purchase a portion of following parcel in the Town of Riga, County of Monroe, State of New York (hereinafter "Property"), identified by the Tax ID Numbers and addresses below:
75 Brew Rd 7.46 ± acres, Tax ID 169.01-1-26***

Dear Lydia and Robin:

We are pleased to present the following Letter of Intent for the purchase of the Property:

Seller: COMIDA, owner of the Property (hereinafter "Seller").

Buyer: effes express inc, or any related entity to be formed (hereinafter "Buyer").

Property: The Property is to be comprised of approximately 7.46 ± acres of vacant land, tax ID# 169.01-1-26 as more accurately described on Exhibit A.

Purchase Price: One Hundred Ten Thousand and 00/100 Dollars (\$110,000.00) cash at closing

Deposit: Within five (5) business days after full execution and attorney approval of the Purchase Agreement, Buyer shall deposit into escrow with Pyramid Brokerage Company, the cash sum of Five Thousand and 00/100 Dollars (\$5,000.00). This deposit shall be refundable in the event that Seller is unable to deliver good and marketable title or if any or all Conditions to Buyer's Obligations are not satisfied or waived by Buyer in its sole and absolute discretion.

Conditions to Buyer's Obligations: Buyer's purchase is contingent upon the satisfaction or waiver by Buyer, in its sole and absolute discretion, within sixty (60) days after execution of the Purchase Agreement, of the following conditions:

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No warranty or representation, expressed or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

ALBANY BINGHAMTON BUFFALO CORNING HUDSON VALLEY ITHACA ROCHESTER SYRACUSE UTICA WATERTOWN



1. The receipt by Buyer of satisfactory results of site inspections and any necessary or desirable engineering and environmental studies conducted by Buyer, at Buyer's expense.
2. Review by Buyer and Buyer's approval of the title report. Seller shall deliver good and marketable title to the Property subject only to beneficial easements provided the same are along the lot lines and not encroaching on the Building improvements.
3. All necessary governmental permits and approvals.
4. Buyer's review and approval of all Seller's Disclosure Items.

Seller's Disclosure Items:

Seller shall deliver to Buyer within five (5) days after execution of the Purchase Agreement copies of the real estate tax bills, utility bills for the past 12 months, environmental reports, building plans, and engineering reports, Certificate of Occupancy, existing property survey, applicable warranties, repair bills, and any other documents relating to the Property which are in Seller's possession or control.

Search and Survey:

Seller shall, at Seller's expense, within 20 days after execution of the Purchase Agreement, provide fully guaranteed tax, title and United States District Court searches and an instrument survey of the Property both dated after the date of the Purchase Agreement. The survey shall be certified to Buyer, Buyer's counsel and lender, and the title company selected by Buyer or its lender

Deed:

At Closing, Seller shall deliver to Buyer a bargain and sale deed with covenant against Grantor's acts conveying good and marketable title free and clear of all liens and encumbrances.

Closing Costs:

Seller shall pay the real estate transfer tax. Buyer shall pay all recording fees.

Closing Date:

Closing shall take place sixty (60) days after all the conditions set forth above have been satisfied or waived.

Assignment:

This Letter of Intent may be assigned by Buyer at any time with the written consent of the Seller.



- Brokerage Commission:*** Both Buyer and Seller represent and warrant that they have had no dealings with any other real estate brokerage firm except Pyramid Brokerage Company of Rochester, Inc. Pyramid Brokerage Company of Rochester, Inc.'s commission shall be paid by Seller pursuant to a separate agreement.
- Preparation of Contract:*** It is the intent of the Buyer and Seller to sign a mutually agreeable Purchase Agreement reflecting the terms and conditions of this Letter of Intent within ten (10) days after execution of this Letter of Intent by Buyer and Seller.
- Counterpart:*** This Letter of Intent may be executed in several counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument.

This Letter of Intent is not a contract and not meant to be contractual in nature. These terms are subject to the preparation of a formal Purchase Agreement, review and acceptance by attorneys for both parties, and execution in full by both parties. This Letter of Intent does not, however, create any legal right or obligations between Buyer and Seller.

IF YOU DO NOT FULLY UNDERSTAND THIS DOCUMENT, WE RECOMMEND THAT YOU CONSULT AN ATTORNEY BEFORE SIGNING.

If the foregoing terms are acceptable, please execute this Letter of Intent and return it to us. Upon receipt of such executed Letter of Intent, Buyer will prepare for Seller's review and approval a Purchase Agreement consistent with the above terms. This Letter of Intent shall expire at 5:00 p.m. on Monday, September 25, 2023, should Seller not approve such Letter of Intent.

Very truly yours,

PYRAMID BROKERAGE COMPANY OF ROCHESTER, INC.

Alessandro Ceres
Real Estate Salesperson

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No warranty or representation, expressed or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

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AGREED AND ACCEPTED:

SELLER:
COMIDA

By: _____

Name: _____

Title: _____

Date: _____

BUYER:
effes express inc

By: _____

Name: _____

Title: _____

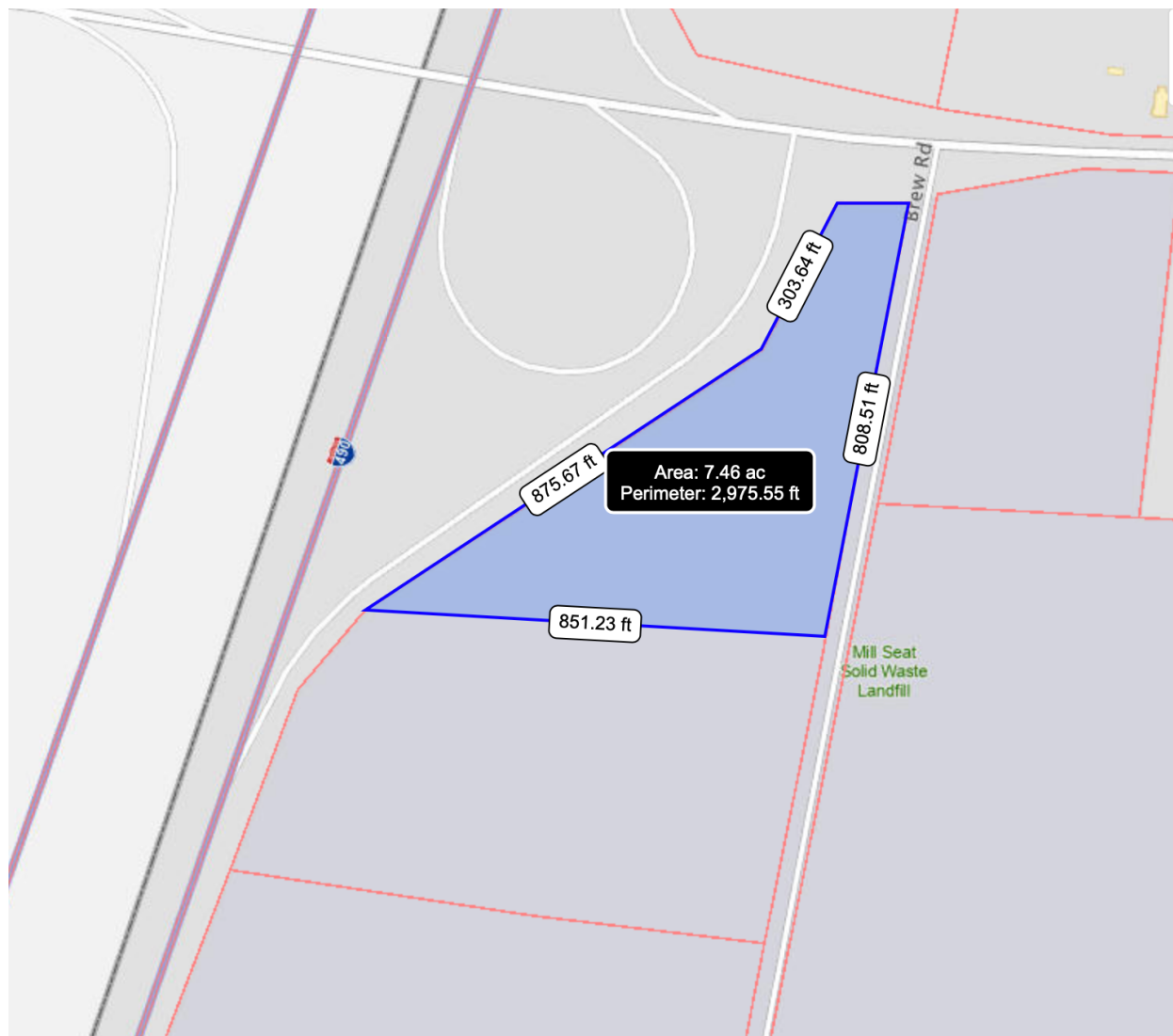
Date: _____

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Exhibit A



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ALBANY BINGHAMTON BUFFALO CORNING HUDSON VALLEY ITHACA ROCHESTER SYRACUSE UTICA WATERTOWN



Dashboard

October 2023

Incentives Summary							
Sales Tax Exemptions		Mortgage Recording Tax Exemption		PILOTS		Total Company Investment	
Year To Date	Prior Year End	Year To Date	Prior Year End	Year To Date	Prior Year End	Year To Date	Prior Year End
21	30	11	17	11	17	\$1,145,148,993	\$738,190,997

Jobs Summary							
Number of Total Projects		Existing Jobs Retained per Application		New Jobs Projected by Applicant		New Jobs Required*	
Year To Date	Prior Year End	Year To Date	Prior Year End	Year To Date	Prior Year End	Year To Date	Prior Year End
20	29	203	1948	168	737	17	245

Fees for Approved Projects (includes all app and agency fees)					
Total		Paid to Date		Outstanding	
2023 Projects YTD	2022 Projects YE	2023 Projects YTD	2022 Projects YE	2023 Projects YTD	2022 Projects YE
\$9,996,885	\$5,361,074	\$143,569	\$5,090,980	\$9,853,317	\$291,714

Workforce Development Fund Beginning Balance \$2,500,000					
Allocated Revenue		Committed Funds		Fund Balance	
2023 YTD	2022 YE	2023 YTD	2022 YE	2023 YTD	2022 YE
\$63,870	\$2,656,317	\$2,970,000	\$1,400,000	\$786,317	\$3,756,317

Solar WD Fund		
Fee Collected to Date	Committed to Date	Balance
\$75,000	\$0	\$75,000

*Required jobs are calculated as 10% of the existing jobs, with a minimum of 1 job. Enhanced JobsPlus is 100 jobs with a minimum of \$15,000,000 investment. There is no job creation requirement for projects that only receive sales tax exemptions.