



County of Monroe Industrial Development Agency

## APPLICATION FOR ASSISTANCE

Each applicant seeking assistance must complete this application and provide required supplemental form/documentation. A **non-refundable** application fee of \$350.00 must be included with this application. Make check payable to COMIDA. Please see page 10 for additional information on costs and fees.

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.monroecountyida.org](http://www.monroecountyida.org).

### I. APPLICANT

A. **Name** USRE Manitou, LLC \*\*See Attachment  
**Address** 9830 Colonnade Blvd. Suite 600  
**City/State/Zip** San Antonio, TX 78230  
**Tax ID No.** 85-2928995  
**Contact Name** Lange Allen  
**Title** Managing Director  
**Telephone** (210) 315-8683  
**E-Mail** lange.allen@usrealco.com

B. **Owners of Applicant Company** (must total 100%)  

Name	%	Corporate Title
<u>USAA Real Estate Company, LLC</u>	<u>100%</u>	

C. **Applicant's Legal Counsel**  
**Name** Susan Saslow  
**Firm** Hunton Andrews Kurth LLP  
**Address** 200 Park Avenue, 52nd Floor  
**City/State/Zip** New York, New York  
**Telephone** (212) 309-1034  
**Fax**  
**Email** SSaslow@huntonak.com

### II. PROJECT

A. **Address of proposed project facility**  
2600 Manitou Road  
Gates, New York 14624  
**Tax Map Parcel Number** 118.05-1  
**City/Town/Village** Gates  
**School District** Spencerport Central School District  
**Current Legal Owner of Property**  
Manitou Road Gates, LLC

B. **Proposed User(s)/Tenant(s) of the Facility**  
If there are multiple Users/Tenants, please attach additional pages.  
**Company Name** Amazon.com Services LLC  
**Address** 410 Terry Ave. North  
**City/State/Zip** Seattle, WA 98109  
**Tax ID No.** 82-0544687  
**Contact Name** Brad Griggs  
**Title** Senior Manager  
**Telephone** (646) 927-6819  
**E-Mail** bgriggs@amazon.com  
**% of facility to be occupied by company** 100%

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

Name	%	Corporate Title
<u>*See attached</u>		

D. **Benefits Requested (Check all that apply)**

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

**E. Description of project (check all that apply)**

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

**GENERAL DESCRIPTION OF THE PROJECT AND BACKGROUND ON USER(S) OF THE FACILITY**  
(Attached additional sheets as necessary)

The proposed Project entails, subject to receipt of all required permits and approvals, the construction of an approximately 2.6mm +/- square foot warehouse/distribution facility to be constructed on an approximately 100+/- acre site by USRE Manitou, LLC to be leased to Amazon.com Services LLC (the "Tenant", and Co-Applicant). Tenant will equip the interior of the facility with certain items of machinery and equipment. The Project would provide a significant economic development opportunity for the local region.

The Project includes the development of the building and all appurtenant infrastructure (site work, utilities, roadway improvements, landscaping) and associated exterior improvements (parking and loading areas, sidewalks, lighting and signage) and ultimately involves significant job creation related to the establishment and operations of a state of the art modern warehousing and distribution facility.

The exterior skin of the building would be a combination of precast concrete panels for the ground floor of the building and insulated metal panels from the level 2 and above. There are 2 types of metal panels for the exterior skin, smooth metal panels would be used for the majority of the building and corrugated metal panels would be used as accents at some of the vertical elements to add interest to the exterior elevations.

The main office block at the front of the building would be a single level and is clad with a variety of materials including precast panels, metal panels and aluminum storefront windows and doors. The lower roof line of the office block gives the building a building prominent front door which helps direct visitors to the main entrance of the facility. The building colors would be grays and earth tones with an accent band. The variety of exterior finishes and colors breaks up the volume of the building and provides a sense of scale.

The interior structure of the building would be steel columns, girders and joists with steel decking and poured concrete floors. The building would have a clean, streamlined look with accents of texture and color to break up the volume of the building and keep the eye moving between the façade elements.

The Tenant operates a North American fulfillment network that is comprised of multiple facilities that are responsible for fulfilling customer orders. The Facility would receive shipments of products that would then be distributed to various Tenant operated or other third party sortation centers or last mile delivery stations throughout the United States, in order to deliver to individual customers throughout North America. The Project would include a capital investment from both Applicants of at least \$280 million of real estate improvements, including approximately \$100M in material handling equipment and other machinery, equipment and other personal property to be made by the Tenant.

The Project is subject to a long-term operating lease and is contingent on successful entitlement and permitting of the facility, obtaining certain economic incentives on behalf of the Tenant, and successful completion of due diligence.

Tenant continually looks for ways to continue to diversify its workforce and strengthen its culture of inclusion. Tenant has ten employee led affinity groups, reaching 40,000 employees in over 190 global chapters. Tenant has innovative benefits offerings and hosts annual and ongoing learning experiences including Conversations on Race and Ethnicity and AmazeCon (gender diversity) conferences. Tenant's focus on diversity and inclusion has been independently recognized as one of the best places to work on Human Rights Campaign's Corporate Equality Index and LinkedIn's Top Companies; recognized on the NAACP Equity, Inclusion and Empowerment Index and the Disability Equality Index and received the 2019 American Foundation for the Blind Helen Keller Achievement Award. Tenant recruits from diverse academic institutions, partners with organizations globally, and supports non-traditional learning pathways, like the Amazon Veteran Technical Apprenticeship, which places transitioning members of the military into technical apprenticeships at Amazon.

## II. PROJECT (cont'd)

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

☒ Yes ☐ No

Location:

\*See attached

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, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry\*\*:

---

---

---

---

---

---

**G. Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?**

☒ Yes ☐ No

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

\*See Attachment

---

---

---

---

---

---

\*\*To be completed with Agency assistance.

## H. PROJECT TIMELINE

Proposed Date of Acquisition

03/01/2021

Proposed Commencement Date of Construction

03/01/2021

Anticipated Completion Date

09/01/2022

## I. Contractor(s)

To be determined

## 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). This is applicable to projects that require the state or local municipality to issue a discretionary permit, license or other type of Approval for that project.

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:**

- 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 \_\_\_\_\_.

☐ **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 in new plant, machinery and equipment or renovation of existing building(s) **AND**
- A minimum of 100 new jobs from new companies locating in Monroe County, or existing companies expanding operations here.

☐ **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 RENTS**

for student housing or affordable housing projects.

☒ **Local Tax Jurisdiction Sponsored PILOT**

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

**\*\* Applicant has applied for a Local Tax Jurisdiction Sponsored PILOT as described in Section III of the Attachment**

**IV. APPLICANT PROJECT COSTS**

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

**Building Construction or Renovation**

- a. MATERIALS a. \$ 200,000,000  
b. LABOR b. \$ 60,000,000

**Site Work**

- c. MATERIALS c. \$ 19,000,000  
d. LABOR d. \$ 1,000,000  
e. Non-Manufacturing Equipment e. \$ \_\_\_\_\_  
f. Furniture and Fixtures f. \$ \_\_\_\_\_  
g. LAND and/or BUILDING Purchase g. \$ 29,000,000  
h. Manufacturing Equipment h. \$ \_\_\_\_\_  
i. Soft Costs (Legal, Architect, Engineering) i. \$ 3,000,000  
Other (specify) j. \_\_\_\_\_ j. \$ \_\_\_\_\_  
k. \_\_\_\_\_ k. \$ \_\_\_\_\_  
l. \_\_\_\_\_ l. \$ \_\_\_\_\_  
m. \_\_\_\_\_ m. \$ \_\_\_\_\_

**Total Project Costs** \$ 312,000,000

- B. Sources of Funds for Project Costs:

- a. Tax-Exempt Industrial Revenue Bond a. \$ 0  
b. Taxable Industrial Revenue Bond b. \$ 0  
c. Tax-Exempt Civic Facility Bond c. \$ 0  
d. Bank Financing d. \$ \_\_\_\_\_  
e. Public Sources e. \$ 0

Identify each state and federal grant/credit

N/A \$ \_\_\_\_\_  
\_\_\_\_\_ \$ \_\_\_\_\_  
\_\_\_\_\_ \$ \_\_\_\_\_  
\_\_\_\_\_ \$ \_\_\_\_\_

- f. Equity \$ \_\_\_\_\_

**TOTAL SOURCES** \$ 312,000,000

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

☐ Yes ☐ No

If so, please specify bank, underwriter, etc.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Use additional sheets as necessary

Company Name Amazon.com Services LLC

- 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. \$ 100000000  
d. Furniture and Fixtures d. \$ \_\_\_\_\_  
Other (specify) e. \_\_\_\_\_ e. \$ \_\_\_\_\_  
f. \_\_\_\_\_ f. \$ \_\_\_\_\_  
g. \_\_\_\_\_ g. \$ \_\_\_\_\_  
h. \_\_\_\_\_ h. \$ \_\_\_\_\_

**Total** \$ 100000000

A non-refundable fee of 1/4% on TOTAL(e) above is due and payable upon issuance of a Sales Tax Letter to User(s)/Tenant(s)

Amazon.com Services LLC

User/Tenant Company

DocuSigned by:

Holly Sullivan  
Signature 2FA7404...

Authorized Signatory

, Title Date

For Office Use Only	
Total Assessment Value	
Land	Building
Applicant 2602-	
User/Tenant 2602-	
RM	

## VI. Value of Incentives

Project name: *USRE Manitou, LLC*

### A. IDA PILOT Benefits:

Current Land Assessment	7,638,800	Taxes on Land	304,712
Dollar Value of New Construction & Renovation Costs	280,000,000		
Estimated New Assessed Value of Project Subject to IDA	287,638,800		

County Tax rate/\$1,000	8.73
Local Tax Rate* Tax Rate/\$1,000	6.10
School Tax Rate /\$1,000	25.06
Total Tax Rate	39.89

PILOT Year	% Abatement	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT Amount	Full Tax Payment w/o PILOT	Net Exemption
1	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,326,521
2	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,631,232
3	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,631,232
4	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,631,232
5	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,631,232
6	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,631,232
7	90%	251,109	175,460	720,823	1,147,391	11,778,623	10,631,232
8	80%	502,217	350,919	1,441,646	2,294,782	11,778,623	9,179,129
9	70%	753,326	526,379	2,162,468	3,442,174	11,778,623	8,031,738
10	60%	1,004,435	701,839	2,883,291	4,589,565	11,778,623	6,884,347
11	50%	1,255,543	877,298	3,604,114	5,736,956	11,778,623	5,736,956
12	40%	1,506,652	1,052,758	4,324,937	6,884,347	11,778,623	4,589,565
13	30%	1,757,761	1,228,218	5,045,760	8,031,738	11,778,623	3,442,174
14	20%	2,008,869	1,403,677	5,766,583	9,179,129	11,778,623	2,294,782
15	10%	2,259,978	1,579,137	6,487,405	10,326,521	11,778,623	1,147,391
Total		12,806,542	8,948,443	36,761,964	58,516,950	176,679,352	115,419,997

\* Local Tax Rate for Town/City/Village

### B. Sales Tax Exemption Benefit:

Estimated value of Sales Tax exemption:	25,520,000
Estimated duration of Sales Tax exemption:	12/31/2022

### C. Mortgage Recording Tax Exemption Benefit:

Estimated Value of Mortgage Recording Tax exemption:	\$1,989,000
--	-------------

### D. Industrial Revenue Bond Benefit

IRB inducement amount, if required:	\$0
-------------------------------------	-----

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

Total Value of Incentives:	\$142,928,996.54	34.69%
Sources of Funds (Section IV.B.)	\$412,000,000.00	

\*\* All estimates are based on current tax rates.

## VII. PROJECTED EMPLOYMENT

Complete for each Applicant or User/Tenant

Company Name: USRE Manitou, LLC and Amazon.com Services LLC

Applicant: ☐ or User/Tenant: ☐

You **must** include a copy of the most recent NYS-456 Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return OR if you have multiple locations within New York State, the Bureau of Labor – BLS 3020 – Multiple Worksite Report

	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	0.0	1,000.0	1,000.0
Part Time (PTE)	0.0	0.0	0.0	0.0
Total	0.0	0.0	1,000.0	1,000.0

\*\* 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 USRE Manitou, LLC , Amazon.com Services LLC  
Applicant: ☐ or User/Tenant: ☐

**All project employees of the general contractor, subcontractor, or sub to a subcontractor (contractors)** working on the project must reside within the following counties in the State of New York: Monroe, Genesee, Livingston, Ontario, Orleans, Seneca, Steuben, Wayne, Wyoming or Yates. The All-Local Labor criterion will be verified based on employment, payroll and related records.

COMIDA understands that at certain times local labor may not be available within the local area. Under this condition, applicants are required to complete a waiver request of the All-Local Labor requirement 45 days in advance of commencing work. Contractors do not have to be local companies as defined herein, but must employ local people to qualify under the All-Local Labor criterion.

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.**

See attached signature page of Applicant

\_\_\_\_\_  
(APPLICANT or USER/TENANT COMPANY)

\_\_\_\_\_  
Signature , Title Date



**IX. FEES**

**1. Application Fee - Send with Completed Application**

A non-refundable application fee of Three Hundred Fifty Dollars (\$350.00) shall be charged each applicant.

**2. Administrative Fee - Paid at Closing**

- (a) For tax-exempt IRB bond issues, the fee shall be one percent (1%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.
  - (b) For lease/leaseback transactions and taxable bond issues, the fee shall be one-half percent (1/2%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.
  - (c) For refunding outstanding COMIDA bond issues, the fee shall be one-quarter percent (1/4%) of the new issuance amount.
3. If a sales tax letter is required prior to closing, a non-refundable twenty-five percent (25%) of the Administrative Fee and Agency Counsel fee is payable at that time. This amount will be applied towards the Administrative fee and Agency Counsel Fee. The Sales Tax Letter shall only be for a three (3) month period. If the project does not have a formal closing within three (3) months of the sales tax letter being issued, and an extension is not granted, the balance of the Administrative fee and Agency Counsel fee become immediately due and payable.
4. Agency Counsel fee is one-third (1/3) of the Agency's Administrative fee, with a minimum fee for a lease/leaseback transaction of \$4,000.00.
5. Designated Bond Counsel fee is based on the complexity and amount of the transaction.

[See attached signature page of Applicant](#)

---

(APPLICANT or USER/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 own a minimum of 20% 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. 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**

[See attached signature page of Applicant](#)

---

Signature	, Title	Date
-----------	---------	------

**USER/TENANT COMPANY**

Holly Sullivan

DocuSigned by:

*Holly Sullivan*

Director, Economic Development

---

Signature	, Title	Date
-----------	---------	------

USRE MANITOU, LLC

SIGNATURES



**Signature Page to Section VIII. Local Labor of the  
COMIDA Application for Assistance**

APPLICANT:

USRE MANITOU, LLC,  
a Delaware limited liability company

By: USAA Real Estate Company, LLC,  
a Delaware limited liability company,  
its sole member

By: Steven A. Waters  
Name: Steven A. Waters  
Title: SECRETARY

**IX.**  
**Signature Page to Section ~~XI~~. Fees of the COMIDA Application for Assistance**

APPLICANT:

USRE MANITOU, LLC,  
a Delaware limited liability company

By: USAA Real Estate Company, LLC,  
a Delaware limited liability company,  
its sole member

By: Steven A. Waters  
Name: Steven A. Waters  
Title: SECRETARY

**Signature Page to COMIDA Application for Assistance**

APPLICANT:

USRE MANITOU, LLC,  
a Delaware limited liability company

By: USAA Real Estate Company, LLC,  
a Delaware limited liability company,  
its sole member

By: Steven A. Waters  
Name: Steven A. Waters  
Title: SECRETARY

## **Attachment to COMIDA Application for Financial Assistance**

This Attachment is provided to address certain sections/questions related to the Application for Financial Assistance as applicable to co-applicant, Amazon.com Services LLC, being the joint-applicant (Co-Applicant) with USRE Manitou, LLC. Amazon.com Services LLC, will be the tenant in the project facility to be constructed and owned by Co-Applicant, USRE Manitou, LLC. Amazon.com Services LLC is submitting as Co-Applicant for the sole purpose of seeking a sales and use tax exemption for the purchase of certain items of machinery and equipment that it will ultimately own, but that will be installed within, the project facility.

### **Section I. Subsection A:**

Amazon.com Services LLC  
410 Terry Ave. North  
Seattle, WA 98109

FEIN: 82-0544687

Contact Name: Brad Griggs  
Title: Senior Manager  
Phone: 646-927-6819  
Email: [bgriggs@amazon.com](mailto:bgriggs@amazon.com)

### **Section II. Subsection B:**

CO-Applicant's Legal Counsel (Tenant Company):

Jonathan W. Giokas, Esq.  
Husch Blackwell LLP  
190 Carondelet Plaza, Suite 600  
St. Louis, MO 63105  
314-480-1713  
Email: [jon.giokas@huschblackwell.com](mailto:jon.giokas@huschblackwell.com)

### **Section II. Subsection C.**

Amazon.com Services LLC is a wholly-owned subsidiary of Amazon.com, Inc., a publicly-traded company. Amazon.com, Inc. lists Amazon.com Services LLC as a "significant subsidiary" in its annual 10-K filing with the SEC.

### **Section II. Subsection F.**

Location: Clay, New York



## **Section II. Subsection G.**

Co-applicant and Tenant, Amazon.com Services LLC, is evaluating whether the Project improves its competitiveness and provides its customers with low prices, vast selection, and convenience, and reserves the decision to finalize the transaction at the Site subject to the following:

- Amazon.com Services LLC evaluation of alternative business case opportunities addressing its entire network, which includes, but is not limited to, costs, economic incentives, transportation efficiency, location/infrastructure, design of building type, available workforce, allocation of corporate capital and ultimately, receipt of Senior Management Approval.
- Amazon.com Services LLC operations, capacity planning, transportation, human resources, real estate and economic development teams evaluate dozens of alternate geographies for future operational locations in any given year in response to increasing customer demand, and uses highly complex algorithms to respond to customer demand and the global movement of product to rapidly deploy location alternative solutions.
- The cost benefit analysis of selecting any one particular site is weighed against the entirety of the network that the Applicant has developed and continues to improve with each location it develops throughout the United States. This approach prevents any one particular site from dictating Amazon.com Services LLC network expansion strategy. The Site will be evaluated against alternative opportunities throughout the United States that best optimize the entirety of the network.

Should the Project move forward in Monroe County and subject to receipt of all required permits and approvals, it would ultimately involve the construction (and associated temporary employment of an estimated 300 +/- construction workers) with an estimated \$100M in tenant expenditures in addition to the capital budget from USRE Manitou, LLC detailed in the application. Additionally, should the Project move forward, Co-applicant and Tenant Amazon.com Services LLC would employ 1,000 full-time equivalent employees in various positions at the state of the art distribution/warehouse facility in Monroe County. Wages associated with such employee positions at the facility will be competitive and provide for full benefits, including, but not limited to: medical, dental, vision, 401k, life insurance, vacation, parental leave, etc.

## **Section III.**

Applicant has applied for a Local Tax Jurisdiction Sponsored PILOT. The requested abatement schedule consists of the following proposed schedule:

Years 1-7 90% abatement on new construction

Years 8-15 declining by 10% each year thereafter (80%, 70%, 60%, 50%, 40%, 30%, 20%, 10%)

# Cost-Benefit Analysis for USRE Manitou, LLC

Prepared by COMIDA using InformAnalytics

# Executive Summary

INVESTOR  
**USRE Manitou, LLC**

TOTAL INVESTED  
**\$412.0 Million**

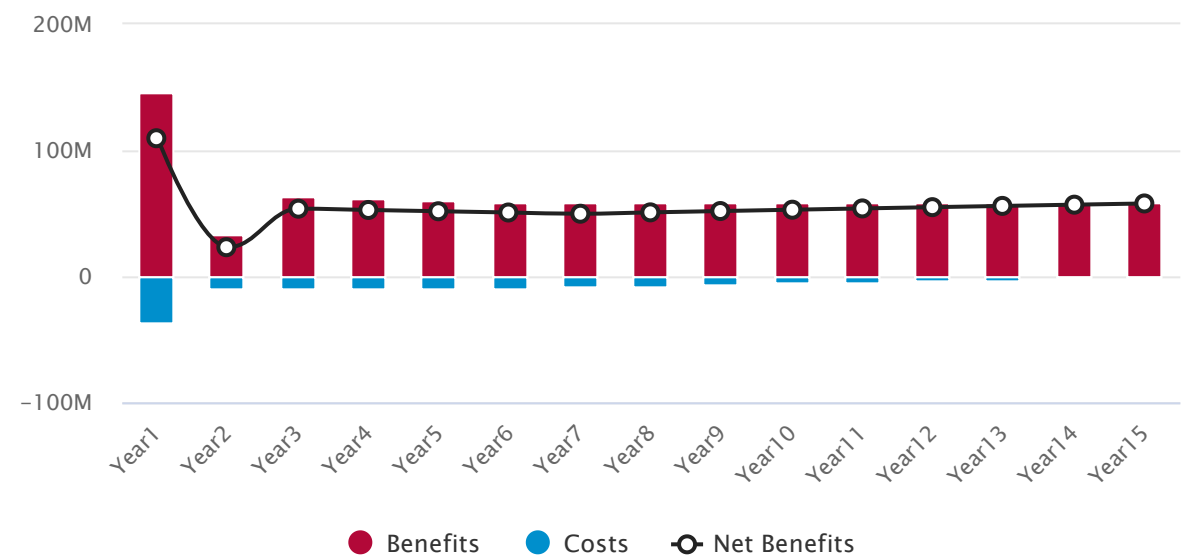
LOCATION  
**2600 Manitou Road,  
Rochester, NY 14624**

TIMELINE  
**15 Years**

F1 FIGURE 1

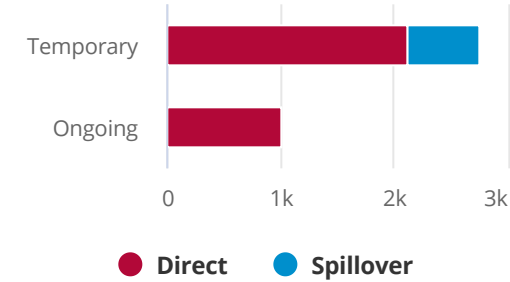
Discounted\* Net Benefits for USRE Manitou, LLC by Year

Total Net Benefits: **\$825,942,000**



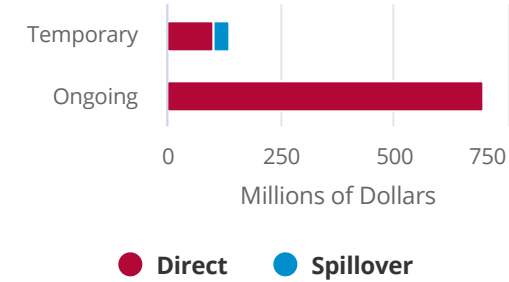
F2 FIGURE 2

Total Jobs



F3 FIGURE 3

Total Payroll



# Proposed Investment

USRE Manitou, LLC proposes to invest \$412.0 million at 2600 Manitou Road, Rochester, NY 14624 over 15 years. COMIDA staff summarize the proposed with the following: New distribution facility

T1 TABLE 1

### Proposed Investments

Description	Amount
CONSTRUCTION SPENDING	
warehouse	\$280,000,000
OTHER SPENDING	
Land	\$29,000,000
Soft costs	\$3,000,000
Non-Manufacturing equip	\$100,000,000
Total Investments	\$412,000,000
Discounted Total (2%)	\$412,000,000

May not sum to total due to rounding.

F4 FIGURE 4

### Location of Investment





# Cost-Benefit Analysis

A cost-benefit analysis of this proposed investment was conducted using InformAnalytics, an economic impact model developed by CGR. The report estimates the impact that a potential project will have on the local economy based on information provided by COMIDA. The report calculates the costs and benefits for specified local taxing districts over the first 15 years, with future returns discounted at a 2% rate.

T2 TABLE 2

### Estimated Costs or Incentives

COMIDA is considering the following incentive package for USRE Manitou, LLC.

Description	Nominal Value	Discounted Value*
Property Tax Exemption	\$107,497,000	\$97,030,000
Sales Tax Exemption	\$25,249,000	\$25,249,000
Mortgage Recording Tax Exemption	\$1,989,000	\$1,989,000
Total Costs	\$134,735,000	\$124,268,000

May not sum to total due to rounding.  
\* Discounted at 2%

T3 TABLE 3

**State & Regional Impact (Life of Project)**

The following table estimates the total benefits from the project over its lifetime.

Description	Direct	Spillover	Total
<b>REGIONAL BENEFITS</b>	<b>\$980,002,000</b>	<b>\$33,075,000</b>	<b>\$1,013,077,000</b>
<b>To Private Individuals</b>	<b>\$913,262,000</b>	<b>\$32,669,000</b>	<b>\$945,931,000</b>
Temporary Payroll	\$103,262,000	\$32,669,000	\$135,931,000
Ongoing Payroll	\$810,000,000	\$0	\$810,000,000
<b>To the Public</b>	<b>\$66,740,000</b>	<b>\$406,000</b>	<b>\$67,147,000</b>
Property Tax Revenue	\$55,377,000	N/A	\$55,377,000
Temporary Sales Tax Revenue	\$1,285,000	\$406,000	\$1,691,000
Ongoing Sales Tax Revenue	\$10,078,000	\$0	\$10,078,000
<b>STATE BENEFITS</b>	<b>\$56,676,000</b>	<b>\$1,981,000</b>	<b>\$58,657,000</b>
<b>To the Public</b>	<b>\$56,676,000</b>	<b>\$1,981,000</b>	<b>\$58,657,000</b>
Temporary Income Tax Revenue	\$4,624,000	\$1,568,000	\$6,191,000
Ongoing Income Tax Revenue	\$40,487,000	\$0	\$40,487,000
Temporary Sales Tax Revenue	\$1,308,000	\$414,000	\$1,721,000
Ongoing Sales Tax Revenue	\$10,258,000	\$0	\$10,258,000
<b>Total Benefits to State &amp; Region</b>	<b>\$1,036,678,000</b>	<b>\$35,056,000</b>	<b>\$1,071,735,000</b>
<b>Discounted Total Benefits (2%)</b>	<b>\$915,153,000</b>	<b>\$35,056,000</b>	<b>\$950,210,000</b>

May not sum to total due to rounding.

T4 TABLE 4

Benefit to Cost Ratio

The following benefit to cost ratios were calculated using the discounted totals.

Description	Benefit*	Cost*	Ratio
Region	\$898,634,000	\$110,869,000	8:1
State	\$51,576,000	\$13,399,000	4:1
Grand Total	\$950,210,000	\$124,268,000	8:1

May not sum to total due to rounding.  
\* Discounted at 2%

CGR has exercised reasonable professional care and diligence in the the production and design of the InformAnalytics™ tool. However, the data used is provided by users. InformAnalytics does not independently verify, validate or audit the data supplied by users. CGR makes no representations or warranties with respect to the accuracy of the data supplied by users.