

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD

MINUTES

JANUARY 25, 2017 – 2:00 P.M.

NYPA'S St. Lawrence – FDR Power Project
Frank S. McCullough, Jr. Hawkins Point Visitors Center
Conference Room
21 Hawkins Point Road
Massena, New York 13662

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Minutes of the Meeting of the Northern New York Power Proceeds Allocation Board held via video conference in Massena, New York.

Board Members Present:

Patrick Kelly (Chair)
Theresa Phalon
Robert McNeil
Roger Sharlow

NYPA Staff Present:

| | |
|------------------|--|
| Gil Quiniones | President & CEO (<i>via video in White Plains</i>) |
| Justin Driscoll | EVP & General Counsel (<i>via video in White Plains</i>) |
| Karen Delince | Corporate Secretary (<i>via video in White Plains</i>) |
| Joseph Gryzlo | VP & Chief Ethics & Compliance Officer (<i>via video in White Plains</i>) |
| Keith Hayes | Vice President – Marketing (<i>via video in White Plains</i>) |
| Vincent Esposito | Assistant General Counsel Commercial Operations & Legislative Affairs (<i>via video in Albany</i>) |
| Patricia Wilson | Northern New York Project Manager |
| Richard Smith | Business & Project Development Director |
| Valerie Venuti | Administrative Assistant, Power, Transmission & Regulatory (<i>via video in White Plains</i>) |

Opening Remarks

Chairman Kelly welcomed members of the Board, the staff of North County Regional Economic Development Council, and the staff of the New York Power Authority ("NYPA"). He stated that this meeting of the Board had been duly noticed as required by the Open Meetings law. The meeting was called to order at 2:00 p.m.

1. **Adoption of the January 25, 2017 Proposed Meeting Agenda**

Member McNeil made a motion to adopt the **January 25, 2017** meeting agenda. The motion was seconded by member Phalon. The agenda was unanimously adopted.

Conflicts of Interest

Chairman Kelly stated that members had been polled prior to the meeting regarding possible conflicts of interest and all indicated they did not have any conflicts.

2. Overview of Act – Vincent Esposito

Mr. Esposito, Assistant General Counsel, Commercial Operations, explained that the fund benefits are generated from the New York Power Authority's sale of hydropower. The Authority sells the unallocated power into the energy market, and then the proceeds are deposited into the Northern New York Proceeds fund.

Under the Act, there are two responsibilities that are assigned – one to the allocation board; and the other to the NYPA Trustees. The allocation board oversees the application process, making specific recommendations, with respect to eligibility of the applicant; and eligibility of the proposed project. Also, taken in consideration, is whether the project contains economic development activity (excluding retail businesses.) The definition of a retail business will be re-visited later in the meeting.

In determining eligibility, the Board relies on information and recommendations provided by NYPA Staff. A positive recommendation will be redirected to the Trustees for consideration in granting an award benefit.

Mr. Esposito also offered that the NYPA Law Department provides legal services to the Board; and members should not hesitate to reach out with any questions.

3. Board Procedures and policies for Review of Fund Benefits Applications – Keith Hayes

Mr. Hayes, Vice President, Economic Development, reviewed the highlights of the board procedures and policies, particularly evaluating an application against the statutory criteria; and then making a recommendation to the Trustees.

Statutory criteria used to appraise an application for an award consists of: whether an (eligible) project would proceed in the absence of a fund benefit award; the degree in which an award would result in new capital investment in the state; other assistance the applicant may receive; the type and cost of buildings, equipment and facilities to be assembled, and any additions or modifications relating to such structures. Also taken into consideration as part of the criteria: the (eligible) applicant payroll, benefits and number of jobs created or retained within St. Lawrence County (and any other part of the state); whether the applicant is at risk of closing or relocating away from St. Lawrence County; economic impact of the area; and whether the applicant would invest in energy efficiency are The Board may deliberate as to whether the fund benefit award is consistent with the strategies and priorities of the North County Regional Economic Development Council (NCREDC).

The aforementioned strategies encompass the support for growth of advanced manufacturing, leveraging the north country gateway (to Canada) as a trading partner, attracting entrepreneurs and increasing small business start-ups; investing in the region's agricultural assets, and finally, growing regional tourism.

It is up to the discretion of the NYPA Board of Trustees to accept a recommendation or grant a fund benefit award in a different amount than initially proposed.

4. Definition of Retail Business

Retail business, as defined by the Board: is a business used primarily in making retail sales of goods or services to customers who personally visit such facilities to obtain goods or services.

5. Application of Fund Benefits and Preliminary Project Information Worksheet (Patricia Wilson)

Applications, under the Northern New York Power Proceeds Allocation Act, must be approved by the Board. Applications will contain detailed information regarding the applicant, the alignment of proposed project with the strategies and priorities of the NCREDC, and the funding track.

The funding tracks are separated in general categories, based on statutory criteria; and also allows the applicants to provide information in response to certain questions. Funding tracks are comprised of the following: business investment; innovation, entrepreneur and development; training and workforce; tourism and marketing; and agricultural investment. One other track is allotted for projects that do not fit into the other categories, but can be defined as energy-related projects or research and development projects.

6. Northern New York Power Proceeds Allocation Board Bylaws (Karen Delince)

Ms. Delince, Vice President and Corporate Secretary, expressed that Bylaws are designed as a tool for the operation and management of a Board. These basic principles, she explained, ensure stability and structure. In more detail, the (proposed) Bylaws will incorporate the following: the location of the principal office (St. Lawrence Power Project); the Authority's White Plains Office, where all records will be retained; membership information (number, terms, Governor's appointments, and residency requirements); the designation of the chair; powers and duties and the number of meetings.

The Board is required to meet at a minimum twice a year, by law; however the schedule of meetings to be adopted, consists of five meetings.

The Bylaws cover a wide scope of items such as limitations with respect to who may call for a special meeting; a quorum, which is defined as three board members; specifying the duties for the Secretary and the Chair; execution of documents, including the ability to amend the Bylaws.

7. Standards of Conduct and Conflicts Policy (Joseph Gryzlo)

Mr. Gryzlo, Vice President and Chief Ethics and Compliance Officer, identified the objective of the procedures, which is to protect board members from potential violations, which are described in section 74 of the Public Officer's Law.

The procedures contain three key elements. First, the standards of conduct; second, the guidelines regarding lobbying contacts; and last, conflicts of interest (which should be avoided by board members while executing their public duties.) Another item of note, is to keep professional and personal lives separate from public duty.

The lobbying contacts element addresses the instance where a board member may be contacted regarding fund benefit awards, or representation on behalf of a company; for which all correspondence should be directed to Karen Delince.

The conflicts of interest section was created to shield members from apparent conflicts that may arise with an application or recommendation for a benefit award.

The certification document asks all board members to acknowledge that they have read the procedures, will follow them; and will disclose any conflicts of interest, going forward.

8. Designation of NYPA Economic Development Manager, North Country to Act on NYPPAB's Behalf on Administrative Matters

Chairman Kelly read the act, which highlights that NYPA will provide assistance and information to board members. For administrative matters, the act designates the New York Power Authority Economic Development Program Manager (North Country) to act on behalf of the Board. This includes establishing a pre-application process; facilitating the formal application process, handling communications, and processing board decisions.

9. Adoption of the 2017 Proposed Schedule of Meetings

Upon motion made by member Sharlow and seconded by member Phalon, the Board adopted the following 2017 meeting schedule:

04-21-17: 2:00 pm at St. Lawrence

06-14-17: 2:00 pm at St. Lawrence

08-03-17: 2:00 pm at St. Lawrence

10-11-17: 2:00 pm at St. Lawrence

10. Fund Balance Update

Richard Smith submitted the following Northern New York Fund Update report:

The New York Economic Development Fund is comprised of excess revenue, obtained from the sale of St. Lawrence County power (in the wholesale market) generated at the St. Lawrence Power Project. The act requires quarterly deposits into the fund of net earnings, with a minimum of 15 percent of benefit awards dedicated to energy-related projects.

| Northern New York Economic Development Fund Update ¹ | | As of December-16 |
|---|--|----------------------|
| The Fund | | |
| <i>this</i> | Total Deposits to the Fund to Date: | \$2,103,000 |
| <i>plus</i> | Total Interest Earned on Deposits to Date: | \$4,283 |
| = | Total Funds Deposited: | \$2,107,283 |
| Expenditures | | |
| <i>this</i> | Total Funds Deposited: | \$2,107,283 |
| | Total Administrative Expenses Withdrawn: | \$0 |
| | Disbursements to Grantees: | \$0 |
| <i>plus</i> | Total Expenditures: | \$0 |
| = | Current Fund Balance: | \$2,107,283 |
| Awards | | |
| <i>this</i> | Total Funds Deposited: | \$2,107,283 |
| | Standard Projects: | \$0 |
| | Energy Related Projects ² : | \$0 |
| <i>minus</i> | Total Fund Benefits Awarded³: | \$0 |
| = | Total Fund Benefits Available to be awarded by the NNYPPAB⁴: | \$2,107,283 |
| Energy-Related Projects | | |
| <i>this</i> | Minimum Amount (15%) of the Fund Dedicated to Energy-Related Projects: | \$315,450 |
| <i>minus</i> | Total Awards (0%) Made for Energy-Related Projects to Date (not including today): | \$0 |
| = | Fund Benefits Currently Available to be Awarded for Energy-Related Projects Only: | \$315,450 |
| Today's Recommendations | | |
| <i>this</i> | Standard Projects: | \$0 |
| <i>plus</i> | Energy-Related Projects or Project Components: | \$0 |
| = | 0 Total Recommendations Before the NNYPPAB Today: | \$0 |
| St. Lawrence County Economic Development Power ("SLCEDP") | | |
| Total Estimated Unallocated SLCEDP Available to Generate Net (MW)⁵: | | 20 |
| ¹ The "Fund", known as the "Northern New York Economic Development Fund", is created and administered by the New York Power Authority ("NYPA"). It is funded with the aggregate excess of revenues ("Net Earnings") received by NYPA from the sale of unallocated St. Lawrence County Economic Development Power ("SLCEDP") produced at NYPA's St. Lawrence-FDR Power Project that is sold in the wholesale energy market over what revenues would have been received had such Power been sold on a firm basis to the Town of Massena Electric Department for Economic Development Purposes. | | |
| ² As defined by the Northern New York Power Proceeds Allocation Act, a minimum of 15% of Fund Benefits shall be dedicated to "energy-related projects, programs and services". In accordance with EDL § 197-a(7), "energy-related projects, programs and services" means: (1) energy efficiency projects and services; (2) clean energy technology projects and services; (3) high performance and sustainable building programs and services; and (4) the construction, installation and/or operation of facilities or equipment done in connection with any such projects, programs or services. | | |
| ³ Funds awarded to applicants to the Fund who are recommended for an award by the NNYPPAB and approved by the NYPA Trustees are known as "Fund Benefits." Disbursement of Fund Benefits is subject to satisfaction of certain terms and conditions. | | |
| ⁴ Total Fund Benefits Available to Be Awarded is calculated as Total Funds Deposited minus the sum of Total Fund Benefits Awarded and Total Administrative Expenses Withdrawn. | | |
| ⁵ Unutilized St. Lawrence County Economic Development Power ("SLCEDP") consists of an estimate of unallocated hydropower. For the first five years following the effective date, the amount of SLCEDP used to generate excess earnings shall be the lesser of 20 MW or the amount of SLCEDP that has not been allocated. Beginning five years from the effective date, the amount of SLCEDP used to generate excess earnings shall be the lesser of 10 MW or the amount of SLCEDP that has not been allocated. | | |

NNYEDEF Awards by County ⁶

| County | Company |
|--------------------|---------|
| (blank) | (blank) |
| (blank) Total | |
| Grand Total | |

⁶ The companies in this list are the applicants to the Fund whose proposed projects were recommended for an award of Fund Benefits by the NNYPPAB.

⁷ The "Energy Projects (\$)" amount represents the estimated portion of each award that the NNYPPAB considers to be an "energy-related project" as defined by the Northern New York Power Proceeds Allocation Act and in accordance with EDL § 197-a(7) (see footnote 2 above for more detail).

Member McNeil inquired as to how the fund is generated, referencing footnote number five.)

Mr. Smith explained that the first five years retains 20 megawatts, and then is decreased to 10 megawatts of power.

Chairman Kelly asked what the effective date was; and to which Mr. Smith directed the question to Vince Esposito, who confirmed the end of 2014, as the date. Chairman Kelly further inquired what the two million represents. To this inquiry, Mr. Smith replied that it denotes activity from 2014, 2015 and 2016. Mr. Esposito offered that NYPA has been making deposits into the fund, since the effective date.

Chairman Kelly thanked Mr. Smith for the report.

11. Next Meeting and Adjournment

Chairman Kelly stated that the next meeting of the Board is scheduled for April 12, 2017. He stated that if members have no additional business, he would entertain a motion to adjourn.

Upon motion, duly made and seconded, the meeting was adjourned at 2:43 p.m.

January 25, 2017

EXHIBITS

For

January 25, 2017

NNYPPAB

Meeting Minutes

**BOARD PROCEDURES,
AND BOARD
POLICIES RELATING TO REVIEW OF
APPLICATIONS
FOR FUND BENEFITS**

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD

Adopted January 25, 2017



**Northern NY
Power Proceeds
Allocation Board**

1. Overview of Northern New York Power Proceeds Allocation Act

The Northern New York Economic Development Fund (“Fund”) was created by Chapter 545 of the Laws of 2014, known as the Northern New York Power Proceeds Allocation Act (“Act”) to support economic development in St. Lawrence County, NY (the “Region”). It is codified in Article 7-A of the Economic Development Law (“EDL”), and provisions of the Power Authority Act (Title 1 of Article 5 of the Public Authorities Law (“PAL”)).

In summary, this program consists of a fund, known as the “Northern New York Economic Development Fund” (“Fund”), created and administered by the New York Power Authority (“NYPA”). It is funded with the aggregate excess of revenues received by NYPA from the sale of energy associated with “St. Lawrence County Economic Development Power” sold by NYPA in the wholesale energy market over what revenues would have been received had such energy been sold on a firm basis under the terms of a contract between NYPA and the Town of Massena Electric Department, entitled "Agreement Governing the Sale of St. Lawrence-FDR Project Power and Energy to the Town of Massena Electric Department for Economic Development Purposes," executed and dated by NYPA on October 18, 2012. Fund monies paid to a successful applicant are known as “Fund Benefits.”

The Act also created the Northern New York Power Proceeds Allocation Board (the “Allocation Board” or “Board”), whose role is to administer the application process for Fund Benefits, review and evaluate applications against prescribed criteria, and make recommendations to NYPA for the award of Fund Benefits. Awards of Fund Benefits are made by NYPA’s Board of Trustees.

Finally, the Act empowers NYPA to evaluate applications for Fund Benefits, consider the Board’s recommendations, and in appropriate cases make Fund Benefit awards to applicants.

In accordance with Economic Development Law (“EDL”) § 197-c, the Board has adopted these Board Procedures, and Board Policies Relating to Review of Applications for Fund Benefits (“Procedures and Policies”) which shall be generally applicable to the application process and the review of applications for Fund Benefits.

2. Eligibility for Fund Benefits

Only applications for Fund Benefits submitted by “eligible applicants” for “eligible projects” will be considered by the Board for a recommendation for an award of Fund Benefits.

An eligible applicant is a private business, including a not-for-profit corporation that is a business. Public entities, such as state agencies, public benefit corporations and municipalities, and entities acting on behalf of public entities, are not eligible to apply for or receive Fund Benefits.

Generally speaking, eligible projects are economic development projects that are or would be physically located within St. Lawrence County that will support the growth of business in St. Lawrence County and thereby lead to the creation or maintenance of jobs and tax revenues for the state and local governments. The following are examples of eligible projects:

- capital investments in buildings, equipment, and associated infrastructure owned or to be owned by an eligible applicant (collectively, “infrastructure”);
- transportation projects by eligible applicants under State or federally approved plans;
- the acquisition of land needed for infrastructure;
- research and development that will directly benefit New York State;
- support for tourism and marketing and advertising efforts for St. Lawrence county tourism and business; and
- energy-related projects, programs and services.

In accordance with EDL § 197-a(7), “energy-related projects, programs and services” means: (1) energy efficiency projects and services; (2) clean energy technology projects and services; (3) high performance and sustainable building programs and services; and (4) the construction, installation and/or operation of facilities or equipment done in connection with any such projects, programs or services. As provided for in the Act, a minimum of 15% of monies in the Fund are dedicate towards to “energy-related projects, programs and services.” PAL § 1005(24)(c).

The following are examples of projects that are not eligible projects:

- public interest advertising or advocacy;
- lobbying;
- the support or opposition of any candidate for public office;
- the support or opposition to any public issue;
- legal fees related to litigation of any kind;
- expenses related to administrative proceedings before state or local agencies; and
- retail businesses, including by way of example, sports venues, gaming and gambling or entertainment-related establishments;¹
- residential properties; and
- places of overnight accommodation.

3. Applications for Fund Benefits

i. Application Solicitation

At any time when Fund Benefits are available, the Board, in its discretion, may solicit applications for Fund Benefits by public notice. Such notice may be in the form of newspaper advertisements, press releases, website postings, and/or such other means as the Board finds appropriate, and is expected to describe such matters as the procedures that eligible applicants must be follow in order to file an application. Alternatively, the Board may provide for an open or rolling application process.

¹ In accordance with EDL § 197-a(6), the Board defines “retail business” to mean a business that is primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain goods or services.

ii. Form of Application

The Board has approved a form of “Application for Fund Benefits under the Northern New York Power Proceeds Allocation Act”. Only the approved form of application may be used to apply for Fund Benefits.

Applicants must submit an original and one (1) copy of its completed application to: NYPA, Economic Development Manager, North Country, St. Lawrence-Franklin D. Roosevelt Power Project, PO Box 700, 830 Barnhart Island Rd., Massena, NY 13662. An additional copy of the application in PDF format must also be submitted to poweringbusiness@nypa.gov. Only complete applications will be considered by the Board. Applicants must comply with any deadlines established by the Board.

The Board or the Board staff may utilize a “pre-application” processes to preview a proposed project for the purpose of (i) enabling staff to alert applicants about potential problems with applicant status or projects, (ii) providing recommendations to applicants, and (iii) otherwise supporting the formal application process.

Changes to a timely-filed application may only be made with the consent of the Board or the Board’s designee for good cause shown. The Board or the Board’s designee may require any applicant to file an amended application or new application based on the nature of any proposed changes to a previously-filed application.

The Board or the Board staff may require any applicant to provide additional information in support of an application. The Board reserves the right to reject the application of any applicant who fails to timely provide additional information so requested or who provides unresponsive information.

The Board reserves the right to reject or to defer any application that has or will have unresolved contingencies preventing an eligible project from being completed, or that is dependent upon legal or regulatory approvals. In addition, in circumstances where an award may not be made until preliminary legal requirements are satisfied, any recommendation for an award of Fund Benefits will not be advanced to the NYPA Board of Trustees for consideration.

4. Application Review and Decision Process

The Board will review complete and timely applications based on the following criteria:

1. the extent to which an award of Fund Benefits would be consistent with the strategies and priorities of the North Country Regional Economic Development Council (“NCREDC”);
2. whether the eligible project would occur in the absence of an award of Fund Benefits;
3. the extent to which an award of Fund Benefits will result in new capital investment in the State by the eligible applicant and the extent of such investment;
4. other assistance the eligible applicant may receive to support the eligible project;

5. the type and cost of buildings, equipment and facilities to be constructed, enlarged or installed if the eligible applicant were to receive an award of Fund Benefits;
 6. the eligible applicant's payroll, salaries, benefits and number of jobs at the eligible project for which an award of Fund Benefits is requested;
 7. where applicable, the number of jobs that will be created or retained within St. Lawrence County and any other parts of the State in relation to the requested award of Fund Benefits, and the extent to which the eligible applicant will agree to commit to creating or retaining such jobs as a condition to receiving an award of Fund Benefits;
 8. whether the eligible applicant is at risk of closing or curtailing facilities or operations in St. Lawrence County and other parts of the State, relocating facilities or operations out of St. Lawrence County and other parts of the State, or losing a significant number of jobs in St. Lawrence County and other parts of the State, in the absence of an award of Fund Benefits;
 9. the significance of the eligible project that would receive an award of Fund Benefits to the economy of the area in which such eligible project is located; and
 10. for new, expanded and/or rehabilitated facilities, the extent to which the eligible applicant will commit to implement or otherwise make tangible investments in energy efficiency measures as a condition to receiving an award of Fund Benefits.
-

The Board reserves the right to solicit and consider the views of the NCREDC, or the NCREDC's designee, in order to help inform the Board's consideration of the extent to which an award of Fund Benefits would be consistent with the NCREDC strategies and priorities.

For more information on the NCREDC please go to <http://regionalcouncils.ny.gov/content/north-country>.

Subject to an applicant's compliance with these Procedures and Policies, the Board will render a decision on each application that is submitted. The Allocation Board's decision will be reflected in written findings and conclusions. Only applications for which the Board has made a recommendation concerning an award of Fund Benefits will be forwarded to NYPA's Board of Trustees for further action. A decision by the Board that an applicant is not an eligible applicant or that a project is not an eligible Project will not be forwarded to NYPA's Board of Trustees for further action.

All Board recommendations for Fund Benefits awards are subject to the review by NYPA's Board of Trustees. The NYPA Board of Trustees has discretion as to whether to adopt the Allocation Board's recommendation, or to award Fund Benefits in a different amount or on different terms and conditions than those contained in the Board's recommendation. Fund Benefit contracts will also contain terms and conditions required by NYPA.

Applicants will be informed in writing of any formal decision made on their application by the Board.

5. Overview of Funding Tracks

Fund Benefits may be used to fund various economic development projects/activities. The “Funding Tracks” described below have been created to simplify the application process by having an applicant answer only questions that are relevant to the applicant’s project. The application provides an explanation of each Funding Track, as well as instructions on which sections of the application must be completed for each track relevant to the applicant’s project. Applicants should not fill out any track information that does not apply to the proposed project unless instructed to do so by Board or Board staff. The Board or its designee reserves the right to reassign the application to a different Track and request additional information if it is determined that the proposed project is more appropriately considered under a different Track.

The following are currently the Funding Tracks for the application process:

Business Investment

- Business Investments are expenditures that, among other things, facilitate an employer’s ability to create new jobs in New York State or retain jobs that are otherwise in jeopardy. Within the Business Investment Track, firm, long term job commitments will be required of awardees; it is by underwriting these job commitments that the Allocation Board is best able to forecast the economic benefits of providing assistance to any particular project. Applicants will therefore be required to commit to the number of jobs at risk that will be retained by the proposed project, and/or the number of new jobs that will be created by the project, and the average salaries of each. It is also likely that applicants under this track will be required to commit to specific capital investments for the project proposed.

Innovation/Entrepreneur Development

- Implementing a plan that brings new technologies and/or products to the marketplace, increases new startups in strategic industries and facilitates the commercialization of products that can lead to job growth in the Region.

Training and Workforce Development

- Training and related programs that will provide the necessary skills to meet industry needs. Ideally, projects should focus on concentrations of underemployed and underrepresented populations in the Region and provide programs for those populations.

Tourism Marketing

- These projects capitalize on the Region's natural assets to increase tourist traffic and revenues; develop a strategy that increases the amount of time each tourist spends in the Region; and raise the profile of the Region as a national and international destination.

Agricultural Investment

- Focuses on augmenting the agricultural profile of the Region through projects that enhance local access to markets; create new agricultural products; improve productivity; create and implement Regional marketing strategies; establish connections between research and farming; create jobs and careers in agriculture; and increase the value of a Regional brand.

Other Eligible Projects

- This Track is for eligible projects that do not fit within one of the other Tracks. Examples of such projects include energy related projects, programs and services, and research and development projects.

Job creation and retention are key indicators of economic activity. However, the Allocation Board recognizes that certain investments may increase productivity and revitalize areas without immediately increasing permanent employment. Therefore, job creation/retention commitments will be emphasized *primarily* in the Business Investment Track. While job creation and retention may not be a significant factor for other Tracks, demonstration of economic development benefits to the Region will generally be considered favorably when assessing applications under all Tracks.

The Fund seeks to promote economic development by financing investment in eligible projects that are physically located within St. Lawrence County. Although funding is offered prior to project commencement as an inducement to undertake an eligible project, generally Fund Benefits will be disbursed in arrears, as reimbursement for expenses undertaken by an awardee. Progress payments may be provided for, subject to the terms and conditions of a Fund Benefits contract between the eligible applicant and NYPA (discussed below).

Fund Benefits can be used for a relatively broad range of hard costs, soft costs and working capital. The amount of an award will depend on project-specific circumstances. Generally, an award of Fund Benefits will seek to target approximately 20% of total project costs. Project costs incurred prior to an award of Fund Benefits may be included in project budgets submitted for consideration but Fund Benefits may not be used to pay for them.

6. Fund Benefit Contracts

As noted above, awards of Fund Benefits are issued by the NYPA Board of Trustees. The final terms and conditions applicable to an award will be set forth in a contract between the eligible applicant and NYPA. Fund Benefit contracts may be subject to the review and approval of other State officials and/or regulatory authorities and their effectiveness may be subject to any required reviews and approvals.

7. Opportunities for New York State Certified MWBEs

The Board and NYPA comply with the provisions of New York State Executive Law Article 15-A and 5 NYCRR Parts 142-144 (“MWBE Regulations”) regarding all State contracts as defined therein, with a value (1) in excess of \$25,000 for labor, services, equipment, materials, or any combination of the foregoing, or (2) in excess of \$100,000 for real property renovations and construction. Approval of funding by NYPA will be conditioned on agreement by the applicant to comply and cooperate with the Board and NYPA in the implementation of New York State Executive Law Article 15-A. These requirements include contracting opportunities for MWBEs, and pertinent provisions intended to demonstrate an awardee’s “good faith efforts” pursuant to 5 NYCRR §142.8 will be made part of Fund Benefit Contracts. These provisions shall be deemed supplementary to, and not in lieu of, other applicable federal, state or local laws.

For purposes of providing meaningful participation by MWBEs on the project and achieving the project goals established herein, the directory of New York State Certified MWBEs found at the following internet address: <https://ny.newnycontracts.com/> may be consulted. Additionally, applicants are encouraged to contact ESD’s Office of Contractor and Supplier Diversity at OCSD@ESD.NY.GOV to discuss additional methods of maximizing participation by MWBEs on eligible projects.

8. Changes to Procedures and Policies

These Procedures and Policies are subject to change without notice.

St. Lawrence County, NY Map





Northern NY Power Proceeds Allocation Board

In accordance with EDL § 197-a(6), the Board defines “retail business” to mean a business that is primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain goods or services.



**Northern NY
Power Proceeds
Allocation Board**

***APPLICATION FOR NORTHERN NEW YORK ECONOMIC
DEVELOPMENT FUND BENEFITS***

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD

Adopted January 25, 2017

PLEASE ENTER YOUR BUSINESS NAME HERE:

Refer Questions to: NNYPAB Staff at 315-764-6603 or PoweringBusiness@nypa.gov

NYPA Internal

Date Application Received: _

Application Tracking #:

Applicant Name:

APPLICATION CHECKLIST

Project name:

Applicant name:

| | Indicate if attached or N/A | | |
|--|-----------------------------|----------------------------|------------------------------|
| Signed certification and completed application | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 1: Organizational Chart - ALL APPLICANTS | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 2: Commitment Letters/Term Sheets REQUIRED for all financial commitments noted | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 3: Responsibility Explanation - ALL APPLICANTS | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 4: Additional NY State Facilities (IF APPLICABLE) | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 5: Existing Obligations (IF APPLICABLE) | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 6: Developer Background (IF APPLICABLE) | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 7: Photos & Drawings (IF APPLICABLE) | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 8: Cost Estimates (IF APPLICABLE) | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 9: Corporate Financial Information - ALL APPLICANTS | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 10: Business Plan and 5 Year Financial Projections REQUIRED IF LESS THAN 3 YEAR HISTORICAL FINANCIALS AVAILABLE | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 11: Personal Financial Statement (IF APPLICABLE) | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| Exhibit 12: Articles of Incorporation - ALL APPLICANTS | Y <input type="checkbox"/> | N <input type="checkbox"/> | N/A <input type="checkbox"/> |
| <u>Application Submission:</u> Please send one (1) electronic copy to PoweringBusiness@nypa.gov AND three (3) hard copies to the NNYPPAB office at: <div style="text-align: center;"> NNYPPAB St. Lawrence-Franklin D. Roosevelt Power Project PO Box 700, 830 Barnhart Island Road Massena, NY13662 </div> | | | |

Acknowledgment and Certification:

This Application is subject to all applicable legal requirements, as well as the Board Procedures, and Board Policies Relating to Review of Applications for Fund Benefits ("Procedures and Policies") adopted by the Northern New York Power Proceeds Allocation Board ("Allocation Board" or "Board"), as may be amended by the Board from time to time. Please consult the Procedures and Policies when preparing this Application.

The Board reserves the right to: (1) reject any Application that is filed after any filing deadline prescribed by the Board, or that provides incomplete, inaccurate, or unresponsive information; and (2) require any Applicant to provide additional information in support of its Application.

This Application does not constitute a contract and is not intended to describe the terms and conditions applicable to any award of Fund Benefits. If the Applicant receives an award of Fund Benefits, the terms and conditions applicable to such award will be set forth in a written contract between the Applicant and the New York Power Authority ("NYPA") ("Fund Benefits Agreement").

The undersigned solemnly affirms that to the best of my knowledge, information and belief, the application is complete and that all statements, including all schedules, attachments and additional information submitted in connection herewith, are true and accurate. I hereby authorize the Allocation Board or its designee to order credit reports or other financial background information on any individual or entity, including those proposed as a guarantor, as may be necessary to assess the Applicant's request for Fund Benefits.

| | |
|--|--|
| | |
|--|--|

| | | |
|-----------|--|-----------------|
| Signature | | |
| Type Name | | |
| Title | | Date (mm/dd/YY) |
| | | |

Participation Opportunities for New York State Certified MWBEs

The Board and NYPA implement the provisions of New York State Executive Law Article 15-A and 5 NYCRR Parts 142-144 ("MWBE Regulations") for all State contracts as defined therein, with a value (1) in excess of \$25,000 for labor, services, equipment, materials, or any combination of the foregoing or (2) in excess of \$100,000 for real property renovations and construction.

Approval of funding, and funding itself, by NYPA, will be conditioned upon and subject to the following requirements:

1. Applicant agrees to fully comply and cooperate with NYPA in the implementation of New York State Executive Law Article 15-A. These requirements include contracting opportunities for MWBEs.
2. Applicant's demonstration of "good faith efforts" pursuant to 5 NYCRR §142.8 will be a part of these requirements. These provisions shall be deemed supplementary to, and not in lieu of, other applicable federal, state or local laws.

For purposes of providing meaningful participation by MWBEs on the project and achieving the project goals established herein, applicant should reference the directory of New York State Certified MWBEs found at the following internet address: <https://ny.newnycontracts.com/>

Applicant is encouraged to contact the Office of Contractor and Supplier Diversity at Empire State Development ("ESD") at OCSD@ESD.NY.GOV to discuss additional methods of maximizing participation by MWBEs on the project.

GENERAL APPLICATION AND TRACK EXPLANATIONS

All Applicants must:

1. Complete questions 1 - 82 (and questions 83 – 118 if applicable as described).
2. Complete questions applicable to the particular Funding Track associated with the proposed project. **Note that the Board reserves the right to (a) reassign the Application to a different Track if it believes the project is more appropriately considered under such Track, and (b) require that additional information about an Applicant or a project be provided.**
3. Provide supplemental information, if applicable, required by Exhibits 1-12 at the end of this Application.
4. Ensure that the statement of "Sources and Uses" (Question #26) is reconciled such that fund sources are equal to fund uses.
5. Ensure that information provided in various parts of the application (e.g., the primary Application, Track questions, Exhibits) is consistent.

| TRACK | TRACK DESCRIPTION | REQUIRED QUESTIONS |
|--|--|-----------------------------------|
| BUSINESS INVESTMENT | Business Investments are expenditures that, among other things, facilitate an employer's ability to create new jobs in New York State or retain jobs that are otherwise in jeopardy. Within the Business Investment Track, firm, long term job commitments will be required of awardees; it is by underwriting these job commitments that the Allocation Board is best able to forecast the economic benefits of providing assistance to any particular project. Applicants will therefore be required to commit to the number of jobs at risk that will be retained by the proposed project, and/or the number of new jobs that will be created by the project, and the average salaries of each. It is also likely that Applicants under this track will be required to commit to specific capital investments for the project proposed. | Appendix A: Questions 83-86 |
| INNOVATION/ ENTREPRENEUR DEVELOPMENT | Implementing a plan that brings new technologies and/or products to the marketplace, increases new startups in strategic industries and facilitates the commercialization of products that can lead to job growth in the Region. | Appendix B: Questions 87-91 |
| TRAINING AND WORKFORCE DEVELOPMENT | Training and related programs that will provide the necessary skills to meet industry needs. Ideally, projects should focus on concentrations of underemployed and underrepresented populations in the Region and provide programs for those populations. | Appendix C: Questions 92-98 |

| | | |
|----------------------------|---|-------------------------------------|
| TOURISM MARKETING | These projects capitalize on the Region's natural assets to increase tourist traffic and revenues; develop a strategy that increases the amount of time each tourist spends in the Region; and raise the profile of the Region as a national and international destination. | Appendix D: Questions 99-104 |
| AGRICULTURAL INVESTMENT | Focuses on augmenting the agricultural profile of the Region through projects that enhance local access to markets; create new agricultural products; improve productivity; create and implement Regional marketing strategies; establish connections between research and farming; create jobs and careers in agriculture; and increase the value of a Regional brand. | Appendix E: Questions 105-113 |
| OTHER ELIGIBLE PROJECTS | This Track is for eligible projects that do not fit within one of the other Tracks. Examples of such projects include energy related projects, programs and services, studies, and research and development projects. | Appendix F: Questions 114-118 |

SUMMARY SHEET

1. APPLICANT:**2. PROJECT NAME:****3. CONTACT INFORMATION**

Name:

Title:

Street Address:

Street Address:

City, State & Zip Code:

Phone:

Email:

4. PROJECT LOCATION

Name:

Street Address:

Street Address:

City, State, Zip:

County:

Senate District:

Assembly District:

5. TOTAL PROJECT COST: \$**6. ASSISTANCE REQUESTED: \$****7. Funding Track that is applicable (check one):**

- ☐ Business Investment
- ☐ Innovation/Entrepreneur Development
- ☐ Training and Workforce Development
- ☐ Tourism Marketing
- ☐ Agricultural Investment
- ☐ Other Eligible Project (please describe)

BUSINESS INFORMATION

| | | |
|-----|--|--|
| 8. | Federal Employer Identification : | |
| 9. | Product/Service/Activity provided by Applicant at project location: | |
| 10. | NAICS code at project location: | |
| 11. | Major customers: | |
| 12. | Share (%) of Applicant's products/services sold in NY State: | % |
| 13. | List primary suppliers and % of goods/services purchased in New York State ("NYS"): | |
| 14. | Primary markets served: | 500 Character Limit |
| 15. | Major competitors and their locations: | |
| 16. | Are Applicant's competitors making a competing product or offering a competing service in NYS? | <input type="checkbox"/> Yes <input type="checkbox"/> No |

ENTITY FORM / CORPORATE OWNERSHIP

17. Please indicate the Applicant's Form

☐ Privately held for-profit business
 "C" corp. ☐ "S" corp. ☐ LLC ☐ LP ☐ Sole proprietorship ☐ Other:
Please fill in Table 1 on the next page

☐ Publicly held for-profit business

☐ Not-for-profit corporation business
 501(c)(3) ☐ 501(c)(4) ☐ Other:
Please complete Table 2 on the next page

18. Does any entity and its affiliates together own 50% or more of Applicant?

☐ YES ☐ NO

19. Is this a start-up company with no operating history?

☐ YES ☐ NO

If "Yes," Exhibit 10 is required.

20. Does any individual and her/his immediate family members together own 20% or more of Applicant?

☐ YES ☐ NO

21. Does any individual and her/his immediate family members together own 50% or more of Applicant?

☐ YES ☐ NO

22. Is Applicant (or any owner of a 51% or greater interest) a NYS-certified Minority- or Women-owned Business Enterprise? ☐ YES ☐ NO

If Yes, provide name of M/WBE Certified entity:

23. Is there a relationship by virtue of common ownership or control between the Applicant and the vendor of any asset the Applicant intends to acquire as part of the project? ☐ YES ☐ NO If Yes, explain:

1,000 Character Limit

24. Is Applicant a public/government entity, or was it formed by such an entity? ☐ YES ☐ NO If yes, explain:

1,000 Character Limit

ENTITY FORM / CORPORATE OWNERSHIP Cont'd.

25. Please complete the following

| TABLE 1: Owners of at least 5% of Applicant | | |
|---|--|-------------------|
| Name | Office Held (if any) or Type of Entity | Percent Ownership |
| | | % |
| | | % |
| | | % |
| | | % |
| | | % |
| | | % |
| | | % |
| | | % |
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| TABLE 2: Officers of Not-for-Profit Corporation | | |
|---|-------------|----------------------------|
| Name | Office Held | Organizational Affiliation |
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PROJECT SOURCES AND USES - INSTRUCTIONS: See statement of sources and uses at the end of the application for an example of a completed spreadsheet. As Exhibit 2, Commitment Letters/Term Sheets, provide copies of commitment letters or term sheets for the funding sources listed above, if available.

26. Please complete the following information (project funding sources should equal project funding uses). Attach additional pages as necessary to provide the requested information.

| Sources | Provider | Amount | Terms |
|--|--|--------|-------|
| Subject request for Fund Benefits | | \$ | |
| Senior debt | | \$ | |
| Subordinate debt | | \$ | |
| Total Other Sources: Committed (see below) | | \$ | |
| Total Other Sources: Potential (see below) | | \$ | |
| Corporate cash/line of credit/Related Entity loan | | \$ | |
| Additional cash equity contribution | | \$ | |
| Deferred developer fee | | \$ | |
| Other (specify) | | \$ | |
| Unidentified | | \$ | |
| | Total: | \$ | |
| Other Sources: Committed | | | |
| Provider | Use of Funds | | Terms |
| | | \$ | |
| | | \$ | |
| | Total: | \$ | |
| | | | |
| Other Sources: Potential | | | |
| Provider | Use of Funds + Status of Request | | Terms |
| | | \$ | |
| | | \$ | |
| | Subtotal: | \$ | |
| | Allowance for rejection of funding requests from potential sources (in order to show balanced budget): | \$ | |
| | Total: | \$ | |
| | | | |
| Uses | Detail is Required | Cost | |
| Salaries & Wages | | \$ | |
| Rent/Lease | | \$ | |
| Supplies/Materials | | \$ | |
| Training | | \$ | |
| Planning/feasibility study costs (Be Specific) | | \$ | |
| Land acquisition | | \$ | |
| Acquisition of existing assets, including but not limited to buildings and M&E (Be Specific) | | \$ | |
| Demolition and Construction | | \$ | |
| Environmental remediation | | \$ | |
| Hard costs, inc. contingency | | \$ | |

| | | | |
|---|---------------|----|--|
| Infrastructure costs (Be Specific) | | \$ | |
| Machinery + Equipment (Be Specific) | | \$ | |
| Furniture, Fixtures + Equipment (Be Specific) | | \$ | |
| Soft costs, inc. contingency | | \$ | |
| Developer fee | | \$ | |
| Other (specify) | | \$ | |
| | Total: | \$ | |

PROJECT NARRATIVE

27. Summary project description: **Concisely** provide an overview of the project to be undertaken, including what will be planned, designed and/or constructed, service(s) to be performed, and the issues/opportunities to be addressed.

1,000 Character Limit

28. Projected economic benefits to St. Lawrence County and the State.

1,000 Character Limit

29. Asserted need: Why is the Applicant seeking Fund Benefits to support this project?

1,000 Character Limit

30. Has there been any announcement (press release, media reports, etc.) regarding this project? ☐ YES ☐ NO

31. Has any aspect of the project been started? If so, describe any activity showing how the project has been initiated, including, but not limited to:

- entering into or paying for any contracts, purchase offers, commitments, or other agreements for any project-related activities;
- business formation or incorporation directly related to the project;
- the project is required in order to fulfill a contract for which the Applicant was successful bidder, or to comply with a regulatory requirement.

1,000 Character Limit

32. Estimated project start date: (mm/dd/YY) Estimated project completion date: (mm/dd/YY)

33. Has the Applicant or any other person applied for Fund Benefits for any part of this project or a related project? ☐ YES ☐ NO If yes, explain:

GENERAL PROJECT READINESS

34. Is the funding for the remaining project cost secured?

☐ YES ☐ NO If No, explain:

1,000 Character Limit

35. Does this project require a permit, approval or funding from any other governmental entity (federal, state or local)?

☐ YES ☐ NO

36. Does this project involve or require the adoption, amendment or variance of any local laws, ordinances, or resolutions?

☐ YES ☐ NO

a. If yes to either of these questions, please list the name of the government entity and the permit, approval, funding or other action sought; also, please provide the status of the request, any actions taken or anticipated to be taken by the government entity, and the date (actual or projected).

1,000 Character Limit

37. Does this project involve activities that may affect the environment by changing the use, appearance or condition of any natural resource or structure?

☐ YES ☐ NO If yes, please describe the anticipated environmental review(s) that will be conducted as part of this Project, and the status of any ongoing environmental review(s).

38. Does the project require review pursuant to the State Environmental Quality Review Act (SEQRA)? (For information about SEQRA, visit <http://www.dec.ny.gov>.) ☐ YES ☐ NO If yes, what is the status?

1,000 Character Limit

If yes, then provide a copy of the SEQRA review documents, e.g. Environmental Assessment Form, Negative Declaration, or Draft and Final Environmental Impact Statements and Statement of Findings.

39. Does the project involve:

- Demolition or rehabilitation of a structure(s) more than 50 years old? ☐ YES ☐ NO
- Ground disturbing activities, demolition or rehabilitation of a structure(s) or new construction on or contiguous to a site listed in or eligible for listing in the State or National Registers of Historic Places, or National Historic Landmarks? ☐ YES ☐ NO

If yes to either of the above, the project requires consultation with the State Historic Preservation Office (SHPO). (For more information, visit <http://nysparks.state.ny.us/shpo>.) If the project requires SHPO consultation, what is the status?

1,000 Character Limit

40. In consideration of your preceding responses, can the project proceed immediately following a signed incentive proposal allocating the requested award amount?

☐ YES ☐ NO If No, explain: 500 Character Limit

PROJECT CHARACTERISTICS AND READINESS *(pertains only to projects involving site, building, infrastructure, construction)*

41. Does Applicant currently own the project site in question?

☐ YES ☐ NO If no, describe how and when the Applicant plans to acquire the site:

1,000 Character Limit

42. Will the applicant own the project site upon project completion? ☐ YES ☐ NO If no, explain:

1,000 Character Limit

43. Will the Applicant own the project upon completion? ☐ YES ☐ NO If no, explain:

1,000 Character Limit

44. Will the Applicant operate the project? ☐ YES ☐ NO If no, explain:

1,000 Character Limit

45. If Applicant currently leases or intends to lease the site, what are the terms of the lease?

1,000 Character Limit

46. Estimated project start date: (mm/dd/YY) Estimated project completion date: (mm/dd/YY)

47. Does the project require a zoning change or variance, site plan, special permit, subdivision, or other planning or zoning approval (including historic preservation)?

☐ YES ☐ NO If yes, what is the status of the approval?

1,000 Character Limit

48. Is the project on land that may be environmentally contaminated or has a Phase 1 Environmental Site Assessment been performed?

☐ YES ☐ NO If yes, is there any contamination and what are the plans for remediation, if any?

1,000 Character Limit

PROJECT CHARACTERISTICS AND READINESS (*pertains only to projects involving site, building, infrastructure, construction*), *cont'd*

49. Has an architect been engaged?

☐ YES ☐ NO If yes, provide name and firm:

a. Which drawings have been prepared? ☐ None ☐ Schematics ☐ Design ☐ Construction

50. Has a construction manager and/or general contractor been selected?

☐ YES ☐ NO If yes, specify which and name firms:

51. *Attach copies of third party estimates for project costs as Exhibit 8, Cost Estimates.*

☐ Attached ☐ Not Available

52. List all other federal, state and local permits or approvals required for the project:

| | Agency Name | Permit Name | Status |
|----|-------------|-------------|--------|
| 1 | | | |
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ALIGNMENT WITH REGIONAL ECONOMIC DEVELOPMENT COUNCIL STRATEGIES AND PRIORITIES

Please complete this section to allow the Board to consider the extent to which the proposed project is consistent with the strategies and priorities identified by the North Country Regional Economic Development Council ("NCREDC"). For additional information on the NCREDC, please go to <http://regionalcouncils.ny.gov/content/north-country>. Note: The fact that a project is not consistent with these strategies and priorities will not disqualify it from consideration.

53. Will the project support international trade with, or international investment in the region from, Canada?

☐ Yes ☐ No If yes, please explain.

1,000 Character Limit

54. Will the project support innovative entrepreneurs and small business start-ups or expansions?

☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

55. Is the proposed project a priority project, or will it support a priority project, identified by the NCREDC?

☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

56. Will the project leverage private investment to advance regional tourism?

☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

57. Will the project advance or diversify the agricultural industry's presence in the region?

☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

58. Will the project result in the production or use of clean energy? ☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

59. Will the project result in the creation of new jobs, or capital investments that will lead to new jobs?

☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

60. Does the project support any current strategies and priorities identified by the NCREDC that are not listed above?

☐ YES ☐ NO If yes, please explain.

1,000 Character Limit

ALIGNMENT WITH PROCEEDS CRITERIA

61. In all likelihood will the project take place if the Applicant does not receive an award of Fund Benefits? ☐ YES ☐ NO If no, explain:

1,000 Character Limit

62. Will the project result in new capital investment in the State by the Applicant?
☐ YES ☐ NO If yes, explain:

1,000 Character Limit

63. Will the project result in the creation of new permanent or temporary jobs in St. Lawrence County? ☐ YES ☐ NO If yes, explain:

1,000 Character Limit

64. Will the project result in the retention of permanent jobs in St. Lawrence County that would otherwise be lost in the absence of an award? ☐ YES ☐ NO If yes, explain:

1,000 Character Limit

65. Is the Applicant willing to commit to the creation or retention of permanent jobs? ☐ YES ☐ NO If no, explain:

1,000 Character Limit

66. Is the Applicant at risk of closing or curtailing facilities or operations in St. Lawrence County or other parts of the State in the absence of an award? ☐ YES ☐ NO If yes, explain:

1,000 Character Limit

67. Is the Applicant at risk of relocating facilities or operations out of St. Lawrence County or other parts of the State in the absence of an award? ☐ YES ☐ NO If yes, explain:

1,000 Character Limit

68. Is the Applicant at risk of losing a significant number of jobs in St. Lawrence county and other parts of the State, in the absence of an award? ☐ YES ☐ NO If yes, explain:

1,000 Character Limit

69. Explain the significance of the project to the economy of the St. Lawrence County in which the project is located and the surrounding area:

1,000 Character Limit

ALIGNMENT WITH PROCEEDS CRITERIA, cont'd

70. If this project entails the construction, expansion or rehabilitation of facilities, is the applicant willing to commit to implement tangible investments in energy efficiency measures as a condition to receiving an award of Fund Benefits? ☐ YES ☐ NO If yes, explain:
1,000 Character Limit

71. If Applicant has other NYS locations, will operations at those locations be affected (positively or adversely) as a result of receiving an award of Fund Benefits?
☐ YES ☐ NO If yes, explain:

1,000 Character Limit

GOVERNMENT AND OTHER SUBSIDIES/ASSISTANCE

SALES TAX EXEMPTIONS

72. Has Applicant received, or does Applicant expect to receive, a Sales Tax Exemption Certificate or a sales tax refund?

☐ YES ☐ NO

If yes, please provide the expected value of the total exemption or refund \$ _____ and the years it will be valid _____.

PROPERTY TAX ABATEMENTS

73. Will the project receive property tax abatement through §485-b, §485-e, or a PILOT through an industrial development agency?

☐ YES ☐ NO

If yes, please provide the schedule of the annual savings over the term.

| Year | Annual Savings | Other Information |
|------|----------------|-------------------|
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OTHER GOVERNMENT SUBSIDIES/ASSISTANCE

74. Please provide the following information for any additional local, state or federal government subsidy/assistance applicant has applied for to support the project and current status of application:

| Source | Type of Subsidy | Annual Savings | Term |
|--------|-----------------|----------------|------|
| | | | |
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GOVERNMENT AND OTHER SUBSIDIES/ASSISTANCE, cont'd

OTHER SUBSIDIES/ASSISTANCE

75. Please provide the following information for any additional form of subsidy/assistance applicant has applied for to support the project and current status:

| Source | Type of Subsidy | Annual Savings | Term |
|--------|-----------------|----------------|------|
| | | | |
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RESPONSIBILITY

INSTRUCTIONS: If the answer to any question below is Yes, please explain as Exhibit 3, Responsibility Explanation.

76. Has the Applicant, any senior manager or principal of the Applicant, or any affiliate of the Applicant ever been convicted of any felony or misdemeanor, other than a minor traffic violation, or are any such charges pending?

☐ YES ☐ NO

77. Has the Applicant or any affiliate been cited for a violation of federal, State or local laws or regulations with respect to labor practices, hazardous wastes, environmental pollution or any other operating practices?

☐ YES ☐ NO

78. Is the Applicant or any affiliate delinquent on any NYS, federal or local tax obligations or has it been delinquent on any such tax obligations within the last 5 years?

☐ YES ☐ NO

79. Has the Applicant or any affiliate ever been involved in bankruptcy, a creditor's rights or receivership proceeding, or sought protection from creditors?

☐ YES ☐ NO

80. Has the Applicant or any affiliate ever settled a debt with a lending institution for less than the full amount outstanding?

☐ YES ☐ NO

81. Are there any outstanding judgments or liens pending against the Applicant or any affiliate other than liens in the normal course of business?

☐ YES ☐ NO

82. Is the Applicant or any affiliate presently the subject of any litigation, or is any litigation threatened, which may have a material adverse effect on their financial condition or the project?

☐ YES ☐ NO

APPENDIX A – BUSINESS INVESTMENT TRACK

BUSINESS INVESTMENT TRACK – EMPLOYMENT COMMITMENTS

INSTRUCTIONS: This section must be completed by Business Investment Applicants. Such Applicants will be required to achieve/maintain employment commitments for a stated period as provided for in any Fund Benefits Agreement. This section may also be completed by other Applicants to support the merits of their project.

83. Please complete the following:

| Committed Employees* | | |
|------------------------------------|--|---------------------|
| | Applicant | Average Annual Wage |
| Project location 1 | Current Baseline Projected Commitment | \$ |
| Project location 2 (if applicable) | Current Baseline Projected Commitment | \$ |
| Project location 3 (if applicable) | Current Baseline Projected Commitment | \$ |
| Project location 4 (if applicable) | Current Baseline Projected Commitment | \$ |
| Total: | Current Baseline Projected Commitment | |

*A successful Applicant's employment commitments will be specified in its Fund Benefits Agreement. Generally, employment commitments will need to be met through the total number of full-time permanent positions held by: (1) individuals employed by the Applicant at the project ("Applicant Employees"); and (2) individuals who are contractors (or are employed by contractors of the Applicant) and who are assigned to work exclusively for the Applicant at the project for a minimum of 35 hours per week for not less than four consecutive weeks providing services that could otherwise be provided by a full-time employee ("Contract Employees"). Applicant Employees and Contract Employees are collectively referred to as "Committed Employees." The number of Committed Employees may not include individuals employed on a part-time basis (less than 35 hours per week); provided, however, that two permanent employees each working at least 20 hours but not more than 35 hours per week shall be counted as one Committed Employee.

If the Applicant has NY State-based facility in addition to the project location(s) identified above, please attach a list as Exhibit 4 Additional NY State Facilities. The list should include each major location, facility address and number of Applicant Employees and Contract Employees.

84. Of the Committed Employees located in NY State, what share (%) are NY State residents? %

85. Employees committed by applicant at project location (Enter employee quantities in the table below; year 1 is the year in which the project commences.)

Committed Employees

Baseline Committed Employees, not at risk

Baseline Committed Employees, at risk

Committed Employees to be added

Total Committed Employees at Year End

| Current | | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 | Year 7 |
|---------|--|--------|--------|--------|--------|--------|--------|--------|
| | | | | | | | | |
| | | | | | | | | |
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86. At-risk positions: If any positions counted above are "at risk" of being lost or moved out of state, please explain:

1000 Character Limit

APPENDIX B – INNOVATION/ENTREPRENEUR TRACK

INNOVATION/ENTREPRENEUR TRACK ONLY

INSTRUCTIONS: *This section must be completed by Innovation/Entrepreneur Applicants.*

87. Summarize total New York State small business entrepreneur assistance/investment track record, including volume, typical profile of portfolio companies, typical structure of investment, typical participation and oversight of each portfolio company, typical compensation structure for Applicant, co-investments secured, follow-on investments made, and overall performance.

1,000 Character Limit

88. Summarize expected or typical outcomes, including investment returns, job creation, creation of tax revenue and business launch or expansion outcomes.

1,000 Character Limit

89. Describe the current target markets (industries or geographic areas) in which the Applicant has particular focus and the Applicant's view of the current state of those geographic areas, sectors or industries. (narrative)

1,000 Character Limit

90. Describe the Applicant's deal sourcing strategy and process. Describe how many equity investments are typically evaluated each year by the Applicant and, of these, how many commitments are made. Discuss how regional resource partners are used for sourcing and making investments (universities, incubators, angel networks, etc.).

1,000 Character Limit

91. Describe the Applicant's capacity to source, evaluate, and finalize investments in seed stage companies in the region. Describe the specific outreach and deal sourcing plan the Applicant would employ to identify potential investments.

1,000 Character Limit

APPENDIX C – TRAINING/WORKFORCE DEVELOPMENT TRACK

TRAINING/WORKFORCE DEVELOPMENT TRACK ONLY

INSTRUCTIONS: *This section must be completed by Training/Workforce Development Applicants.*

92. Fully describe the training that will be provided to participants under this project.

1000 Character Limit

93. Identify the sector or industry cluster to which the Applicant business belongs. If the Applicant is a training provider, please see the "Help Section" below.

HELP SECTION:

For example, health care, advanced manufacturing, clean energy, transportation, construction, etc. For training providers, please indicate the sector of the business for whom the training is being provided.

1000 Character Limit

94. Describe, identify, and document a compelling need for the proposed training, including the nature of the skills assessment performed, the results of the assessment, and the current state of the business, industry and economy that dictate the need for training; and provide full descriptions of every course.

1000 Character Limit

95. Fully describe the training which will be provided to participants under this project.

1000 Character Limit

96. Describe the occupational skills to be acquired and how they are transferable.

HELP SECTION

Occupational training is defined as instruction conducted in an institutional or worksite setting designed to provide individuals with or upgrade them in the technical skills and information required to perform a specific job or group of jobs. Transferable skills are recognized industry-wide or across multiple industries.

1000 Character Limit

97. Identify the anticipated outcomes of the program including: how proposed training will positively impact the business, the percentage of trainees who will receive an industry recognized credential or certification upon completion, a description of the credential/certification, the percentage of participants to be retained after training.

1000 Character Limit

98. Please provide any historical data that shows the placement rates in jobs as a direct result of the training they received and please provide future projections for job placement as a direct result of the training they will receive.

1000 Character Limit

APPENDIX D – TOURISM/MARKETING TRACK

TOURISM MARKETING TRACK ONLY

INSTRUCTIONS: *This section must be completed by Tourism/Marketing Applicants.*

99. Can you provide evidence or research of consumer demand for your project?

☐ YES ☐ NO If yes, please provide.

1000 Character Limit

100. What types of tourists/travelers are you hoping to reach through your project?

1000 Character Limit

101. Describe how your project is tourism-driven.

1000 Character Limit

102. Summarize your marketing message/concept for this project.

1000 Character Limit

103. How does your project distinguish itself from others in the marketplace?

1000 Character Limit

104. Describe the estimated impact of your project on the number of visitors to the region and/or the amount visitors spend.

1000 Character Limit

APPENDIX E – AGRICULTURAL INVESTMENT TRACK

AGRICULTURAL INVESTMENT TRACK ONLY

INSTRUCTIONS: *This section must be completed by Agricultural Applicants.*

105. Please explain how this project will result in increased access to Agricultural Markets.
1,000 Character Limit

106. Please describe any new products this project will allow to come to market.
1,000 Character Limit

107. Please describe any new efficiency process this project will create.
1,000 Character Limit

108. Please explain how this project will increase production.
1,000 Character Limit

109. Please explain how this project will reduce cost.
1,000 Character Limit

110. Please describe how this project creates a marketing strategy profiling local foods that will result in increased sales across the industry sector in the Region.
1,000 Character Limit

111. Please explain how this project will connect local growers to research that will improve: growing techniques; processing; packaging and distribution; the creation of new products; and the creation of links to new markets.
1,000 Character Limit

112. Please explain how this project will promote new careers in agriculture in NNY.
1,000 Character Limit

113. Please explain how this project will create and or promote a Regional brand in Agricultural markets.
1,000 Character Limit

APPENDIX F – OTHER ELIGIBLE PROJECTS TRACK

OTHER ELIGIBLE PROJECTS TRACK ONLY

INSTRUCTIONS: *This section must be completed by Applicants proposing a project that does not fall with any of the other Tracks, such as energy related projects, programs and services; studies; and research and development.*

Applicants should not use this Track if the project fits into one or more of the other Tracks. Applicants under this Track are strongly encouraged to provide the type of information requested under other Tracks if such information will help describe the benefits of the proposed project (such as job creation).

114. Please describe why the proposed project does not fit into one of the other Tracks provided for in this Application.

1,000 Character Limit

115. Please summarize the project outcomes expected (i.e., financial results, opportunities presented, description of the finished product, impact on productivity, other benefits achieved, as appropriate). If there is job impact associated with your project, please complete questions 83-86 above.

1,000 Character Limit

116. Identify the sector or industry cluster to which the Applicant business belongs.

1000 Character Limit

117. If the project an energy-related project, please indicate the specific benefits to be achieved.

1000 Character Limit

118. If this project involves the undertaking of a study, please indicate how the results of the study will be used in order to derive benefits.

1000 Character Limit

EXHIBIT 1

Organizational Chart

Please provide an organizational chart depicting the Applicant, its corporate owners or members, subsidiaries and affiliates, and the relationships among them.

Exhibit 2
Commitment Letters/Term Sheets

Please provide copies of commitment letters or term sheets for the funding sources indicated on the Sources and Uses section of this Application.

EXHIBIT 3

Responsibility Explanation

If the answer to any question in the Responsibility section is "Yes," please explain here.

EXHIBIT 4

Additional NY State Facilities

Identify all of the Applicant's NY State facilities, in addition to the project locations identified in the Business Investment Track - Employment Commitments Track questions, section of this Application. Include each major location, facility address and number of Applicant Employees and Contract Employees.

EXHIBIT 5

Existing Obligations

If Applicant is currently subject to any job creation, employment level, capital expenditure or other obligations resulting from other public (federal, state or local) or private funding programs, provide a detailed explanation of the obligations and programs.

EXHIBIT 6

Developer Background

Provide individual and corporate resumes of developer and development entities
(projects developed, projects under management, etc.)

EXHIBIT 7

Photos & Drawings

Attach relevant photographs and drawings

EXHIBIT 8

Cost Estimates

Attach copies of third party estimates for project costs.

EXHIBIT 9

Corporate Financial Information

Provide the following information for: (1) Applicant, (2); any person/entity owning 50% or more of the Applicant; and (3) any person/entity providing a third-party job commitment on which the Applicant seeks to rely for support of its project. (Applicants that are publicly-held companies need not provide this information.)

- Three (3) years of most recent financial statements
 - Must include balance sheet, income statement and statement of cash flows
 - If financial statements are not audited, signed tax returns for the same three (3) year period must be provided
- Internally-prepared year-to-date financial statements dated no older than 90 days prior to application submission

EXHIBIT 10

Business Plan and 3-Year Financial Projections

If the proposed project or Applicant is a start-up company, please provide personal financial statements as per Exhibit 11 and a business plan that includes an explanation of: (1) the Applicant's product or service; (2) current and future size of market; (3) the Applicant's current market share or potential future market share illustrating how increased market share can be achieved; (4) three-year financial projections (income statement, cash flow statements and balance sheets); and, (5) management team members bios.

EXHIBIT 11

Personal Financial Statement

Provide the following information for any individual owning 20% or more of the Applicant, or any group of immediate family members together owning 20% or more of the Applicant.

- Personal Financial Statement (see next page)
- Tax return for the most recent tax year
- Biographical information or resume
- Bank reference information
 - Bank name
 - Contact name
 - Contact telephone and fax numbers

PERSONAL FINANCIAL STATEMENT

A:

Name:

Business Phone:

Residence Address:

Residence Phone:

City, State, & Zip Code:

Business Name of Applicant/Borrower:

| ASSETS (Omit Cents) | | LIABILITIES (Omit Cents) | |
|--|-----------|--|-----------|
| Cash on hand & in Banks | \$ | Accounts Payable | \$ |
| Savings Accounts | \$ | Notes Payable to Banks and others (Describe in Section 2) | \$ |
| IRA or Other Retirement Account | \$ | Installment Account (Auto) | |
| Accounts & Notes Receivable | \$ | Mo Payment | \$ |
| Life Insurance-Cash Surrender Value Only | \$ | Installment Account (Other) | \$ |
| (Complete Section 8) | | Mo. Payments | \$ |
| Stocks and Bonds | \$ | Loan on Life Insurance | \$ |
| (Describe in Section 3) | \$ | Mortgages on Real Estate | \$ |
| Real Estate | | Other Personal Property (Describe in Section 4) | \$ |
| (Describe in Section 4) | | Unpaid Taxes (Describe in Section 6) | \$ |
| Automobile-Present Value | \$ | Other Liabilities (Describe in Section 7) | \$ |
| Other Personal Property | \$ | Total Liabilities | \$ |
| (Describe in Section 5) | | Net Worth | \$ |
| Other Assets | \$ | | |
| (Describe in Section 5) | | | |
| Total | \$ | Total | \$ |

Section 1. Source of Income

| | | | |
|--------------------------------|----|-------------------------------|----|
| Salary | \$ | Contingent Liabilities | |
| Net Investment Income | \$ | As Endorser or Co-Maker | \$ |
| Real Estate Income | \$ | Legal Claims & Judgments | \$ |
| Other Income (Describe below)* | \$ | Provision for Federal Income | \$ |
| | | Tax Other Special Debt | \$ |

Description of Other Income in Section 1.

*Alimony or child support payments need not be disclosed in "Other Income" unless it is desired to have such payments counted toward total income.

Section 2. Notes Payable to Banks and Others. (Use attachments if necessary. Each attachment must be identified as a part of this statement a

| Name and Address of Noteholder(s) | Original Balance | Current Balance | Payment Amount | Frequency (monthly, etc.) | How Secured or Endorsed Type of Collateral |
|-----------------------------------|---------------------|--------------------|-------------------|------------------------------|---|
| | \$ | \$ | \$ | | |
| | \$ | \$ | \$ | | |
| | \$ | \$ | \$ | | |
| | \$ | \$ | \$ | | |

EXHIBIT C

| Section 3. Stocks and Bonds. (Use attachments if necessary. Each attachment must be identified as a part of this statement and signed). | | | | | |
|---|--------------------|------|------------------------------------|-------------------------------|-------------|
| Number of Shares | Name of Securities | Cost | Market Value Quotation/Exchange | Date of Quotation/Exchange | Total Value |
| | | \$ | \$ | | \$ |
| | | \$ | \$ | | \$ |
| | | \$ | \$ | | \$ |
| | | \$ | \$ | | \$ |

| Section 4. Real Estate Owned. (List each parcel separately. Use attachment if necessary. Each attachment must be identified as a part of this statement and signed.) | | | |
|--|------------|------------|------------|
| | Property A | Property B | Property C |
| Type of Property | | | |
| Address | | | |
| Date Purchased | | | |
| Original Cost | \$ | \$ | \$ |
| Present Market Value | \$ | \$ | \$ |
| Name & Address of Mortgage Holder | | | |
| Mortgage Account Number | | | |
| Mortgage Balance | \$ | \$ | \$ |
| Amount of Payment per Month/Year | \$ | \$ | \$ |
| Status of Mortgage | | | |

| Section 5. Other Personal Property and Other Assets. (Describe, and if any is pledged as security, state name and address of lien holder, amount of lien, terms of payment and if delinquent, describe delinquency) | |
|---|--|
| | |

| Section 6. Unpaid Taxes. (Describe in detail, as to type, to whom payable, when due, amount, and to what property, if any, a tax lien attaches.) | |
|--|--|
| | |

| Section 7. Other Liabilities. (Describe in detail.) | |
|---|--|
| | |

| Section 8. Life Insurance Held. (Give face amount and cash surrender value of policies - name of insurance company and beneficiaries) | |
|---|--|
| | |

I authorize NNYPAB to make inquiries as necessary to verify the accuracy of the statements made and to determine my creditworthiness. I certify the above and the statements contained in the attachments are true and accurate as of the stated date(s). These statements are made for the purpose of either obtaining a loan or guaranteeing a loan. I understand FALSE statements may result in forfeiture of benefits and possible prosecution.

| | | |
|------------|-------|-------------------------|
| Signature: | Date: | Social Security Number: |
| Signature: | Date: | Social Security Number: |

EXHIBIT 12

Articles of Incorporation

Please provide a copy of the Applicant's articles of incorporation.

| Sample Statement of Sources & Uses | | | |
|---|--|--------------|---------------------------|
| Sources | Provider | Amount | Terms |
| Subject request for Fund Benefits | | \$ 300,000 | |
| Senior debt | Bank A | \$ 1,500,000 | 10 yrs, 20 yr amort @ 7% |
| Subordinate debt | Loan Fund B | \$ 500,000 | 10 yrs, 20 yr amort @ 12% |
| Total Other Sources: Committed (see below) | | \$ 300,000 | |
| Total Other Sources: Potential (see below) | | \$ 235,000 | |
| Corporate cash/line of credit/Related Entity loan | | \$ - | |
| Additional cash equity contribution | | \$ 315,000 | |
| Deferred developer fee | | \$ - | |
| Other (specify) | | \$ - | |
| Unidentified | | | |
| | Total: | \$ 3,150,000 | |
| | | | |
| | | | |
| Other Sources: Committed | | | Terms |
| Provider | Use of Funds | | |
| Local Loan Fund | hard costs | \$ 100,000 | 5 yrs, amortizing, 5% |
| Foundation Grant | land acquisition | \$ 100,000 | grant |
| Municipal Grant | environmental remediation | \$ 100,000 | grant |
| | Total: | \$ 300,000 | |
| | | | |
| Other Sources: Potential | | | Terms |
| Provider | Use of Funds + Status of Request | | |
| Foundation A | historical preservation; answer expected 12/09 | \$ 100,000 | |
| Foundation B | environmental remediation; answer expected 9/09 | \$ 100,000 | |
| Foundation C | streetscape improvements; status unknown | \$ 100,000 | |
| | Subtotal: | \$ 300,000 | |
| | Allowance for rejection of funding requests from potential sources (in order to show balanced budget): | \$ - | |
| | Total: | \$ 300,000 | |
| | | | |
| | Allowance for rejection of funding requests from potential sources (in order to show balanced budget): | \$ (65,000) | |
| | Total: | \$ 235,000 | |
| | | | |
| | | | |
| Uses | Explanation | Cost | |
| Planning/feasibility study costs (specify) | | | |
| Land acquisition | | \$ 100,000 | |
| Acquisition of existing assets (specify) | | | |
| Demolition | | | |
| Environmental remediation | | \$ 500,000 | |
| Hard costs, inc. contingency | | \$ 2,000,000 | |
| Infrastructure costs (specify) | | \$ - | |
| Machinery + Equipment (specify) | | \$ 500,000 | |
| Furniture, Fixtures + Equipment (specify) | | \$ - | |
| Soft costs, inc. contingency | | \$ - | |
| Developer fee | | \$ 50,000 | |
| Other (specify) | | \$ - | |
| | Total: | \$ 3,150,000 | |

Sample Job Commitment Spreadsheet

| Full-time Permanent Employees | Current | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 | Year 7 |
|--|---------|--------|--------|--------|--------|--------|--------|--------|
| Current baseline employment, not at risk | 75 | 75 | 75 | 75 | 75 | 75 | 75 | 75 |
| Current employment at risk | 25 | 25 | 25 | 25 | 25 | 25 | 25 | 25 |
| New jobs to be added over Current Year | | 25 | 50 | 75 | 50 | 25 | 25 | 25 |
| Total Permanent Employment at Year End | 100 | 125 | 150 | 175 | 150 | 125 | 125 | 125 |



Northern NY Power Proceeds Allocation Board

PRELIMINARY PROJECT INFORMATION WORKSHEET

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD

Adopted January 25, 2017

INSTRUCTIONS

1. Prospective applicants for Fund Benefits should complete this Preliminary Project Information Worksheet ("Worksheet") unless invited to file a full Application for Northern New York Economic Development Benefits ("Application"). The Worksheet is intended to support the application process and enable staff for the Northern New York Power Proceeds Allocation Board ("NNYPPAB") and the New York Power Authority ("NYPA") to (i) provide guidance to prospective applicants concerning the application process and the Northern New York Power Proceeds Allocation Act ("Act"), and (ii) avoid the unnecessary expenditure of time and other resources.
2. The submission of the Worksheet does not eliminate the need to file a full Application, and no formal decisions will be made by the NNYPPAB or NYPA on the basis of this Work Sheet.
3. Prospective applicants are encouraged to review the document "Board Procedures, and Board Policies Relating to Review of Applications for Fund Benefits, to understand the program, including eligible applicants and eligible projects, before completing this Worksheet.
4. NNYPPAB and NNYPPAB staff reserve the right to request additional information relating to any proposed project discussed in the Worksheet before or after the filing of a formal application for Fund Benefits.
5. Questions relating to the completion and submission of the Worksheet may be referred to: NNYPPAB Staff at 315-764-6603 or nnypab@nypa.gov

The undersigned solemnly affirms that to the best of my knowledge, information and belief, the Preliminary Project Information Worksheet is complete and that all statements, including all schedules, attachments and additional information submitted in connection herewith, are true and accurate at the time this document is submitted.

| | | |
|---------------------------------------|--|-----------------|
| Signature | | |
| Type Name | | |
| Title | | Date (mm/dd/YY) |
| Relationship to prospective applicant | | |

EXHIBIT D

| | | | |
|--|------------------------------------|--------------------------|------------------|
| | | | |
| Submission date: | | | |
| Applicant and Project Information | | | |
| Project name: | | | |
| Project location/address: | | | |
| Complete legal name of applicant: | | | |
| Applicant address: | | | |
| If applicant operates through a DBA, list DBA name: | | | |
| Applicant contact name: | | | |
| Applicant contact address: | | | |
| Applicant contact phone(s): | | | |
| Applicant email address: | | | |
| Applicant's legal form/status: | "C" Corp: | <input type="checkbox"/> | |
| | "S" Corp: | <input type="checkbox"/> | |
| | LLC: | <input type="checkbox"/> | |
| | LP: | <input type="checkbox"/> | |
| | Sole Proprietorship: | <input type="checkbox"/> | |
| | Publicly Held for Profit Business: | <input type="checkbox"/> | |
| | 501(c)(3): | <input type="checkbox"/> | |
| | 501(c)(4): | <input type="checkbox"/> | |
| | 501(c)(6): | <input type="checkbox"/> | |
| | Other: | <input type="checkbox"/> | please describe: |
| State law under which applicant is formed and exists: | | | |
| Is the applicant a public/government entity, or was it formed by such an entity? If so, please describe: | | | |
| Project Information | | | |
| Total project cost: | | | |
| Amount of assistance requested: | | | |
| Projected start date: | | | |
| Projected completion date: | | | |

EXHIBIT D

| | | | |
|--|------------------------------------|-------------|--|
| Does the applicant own the project site? | | | |
| Will the applicant own the project upon completion? | | | |
| Will the applicant operate the project? | | | |
| Is the project subject to any legal or regulatory approvals/ determinations/process that must be completed before it may progress? If so, list all such approvals/determinations/process: | | | |
| Has the applicant or any other person applied for Fund Benefits for any part of this project, or a related project? If so, describe the project and the status of that application: | | | |
| Please provide a brief project description: 500 Character Limit | | | |
| How would applicant use an award of Fund Benefits? Please be specific. Please complete the “project statement of sources and uses” below. 500 Character Limit | | | |
| Project Budget | | | |
| Outline the total costs for the project in which you are seeking funding. Total sources must equal total uses, based on best information known. | | | |
| Uses | Explanation (if applicable) | Cost | |
| Salaries & Wages | | \$ | |
| Rent/Lease | | \$ | |
| Supplies/Materials | | \$ | |
| Training | | \$ | |

EXHIBIT D

| | | | |
|---|--|----|--|
| Planning/feasibility study cost (specify) | | \$ | |
| Land acquisition | | \$ | |
| Acquisition of existing assets (specify) | | \$ | |
| Demolition | | \$ | |
| Environmental remediation | | \$ | |
| Hard costs, inc. contingency | | \$ | |
| Infrastructure costs (specify) | | \$ | |
| Machinery & Equipment (specify) | | \$ | |
| Furniture, fixtures + Equipment (specify) | | \$ | |
| Soft costs, inc. contingency | | \$ | |
| Developer fee | | \$ | |
| Other (specify) | | \$ | |
| Total | | \$ | |

| | | | |
|---|---|---------------|--------------|
| Sources | Provider | Amount | Terms |
| Subject Request for Fund Benefits | | \$ | |
| Senior Debt | | \$ | |
| Subordinate Debt | | \$ | |
| Total Other Sources: Committed (see below) | | \$ | |
| Total Other Sources: Potential (see below) | | \$ | |
| Corporate Cash/Line of Credit/Related Entity Loan | | \$ | |
| Additional Cash Equity Contribution | | \$ | |
| Deferred developer fee | | \$ | |
| Other (specify) | | \$ | |
| Unidentified | | \$ | |
| Total | | \$ | |
| Other Sources: Committed | | | |
| Provider | Use of Funds | | Terms |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| Total | | \$ | |
| Other Sources: Potential | | | |
| Provider | Use of Funds + Status of Request | | Terms |
| | | \$ | |
| | | \$ | |
| | | \$ | |

EXHIBIT D

| | | |
|--|--|--|
| Sub-Total | \$ | |
| Allowance for rejection of funding requests from potential sources (in order to show balanced budget) | \$ | |
| Total | \$ | |
| As appendix items, Commitment Letters/Term Sheets , provide copies of commitment letters or term sheets for the sources listed above if available. | | |
| Economic Impact | | |
| Does any portion of this project include retail, residential, entertainment or places of overnight accommodation? If so please explain which of these is included in your project and what percentage of your total project cost is going to this project element. | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit | |
| Will this project support the growth of business in the state and thereby lead to the creation or maintenance of jobs and tax revenues for state and local governments? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please be specific and explain: 500 Character Limit | |
| Will this project have a measurable impact on regional tourism? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit | |
| Will this project have a measurable impact on the regional agriculture industry? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit | |
| Will this project train under-represented communities for specific job placement? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit | |
| Will this project attract new investment or otherwise impact business investment in the area? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit | |
| Will this project create entrepreneurial opportunities with a measurable increased potential for successful outcomes? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit | |

EXHIBIT D

| | |
|--|--|
| Does this project create/expand clean energy sources or create/expand energy efficiencies? | <input type="checkbox"/> No <input type="checkbox"/> Yes, Please explain: 500 Character Limit |
|--|--|



**Northern NY
Power Proceeds
Allocation Board**

**BY-LAWS OF THE
NORTHERN NEW YORK POWER PROCEEDS
ALLOCATION BOARD**

Adopted January 25, 2017

ARTICLE I

Office

Section 1. Principal Office. The principal office of the Northern New York Power Proceeds Allocation Board (hereinafter referred to as the “Board”) shall be located at:

St. Lawrence-Franklin D. Roosevelt Power Project
PO Box 700, 830 Barnhart Island Road
Massena, NY 13662

Section 2. Books and Records. All books and records of the Board shall be kept at the White Plains offices of the New York Power Authority located at:

New York Power Authority
123 Main Street
White Plains, NY 10601

ARTICLE II

Member

Section 1. Number, Term and Appointment. The number, term and appointment of Members shall be governed by Article 7-A of the Economic Development Law (“EDL”).

Section 2. Appointment of Chair. The Chair of the Board shall be designated by the Governor from among the Members in accordance with EDL § 197-b(1).

Section 3. Powers and Duties. The powers and duties of the Board shall be as set forth in Article 7-A of the EDL.

ARTICLE III

Meetings of the Board

Section 1. Place of Meetings. Meetings of the Board shall be held at the principal office of the Board or at such other place as the Board may from time to time designate. Videoconference may be used for attendance and participation by Members of the Board. If videoconference is used, the Board shall provide an opportunity for the public to attend, listen and observe at any site at which a Member participates.

Section 2. Regular Meetings. Regular meetings shall be held in accordance with a schedule adopted annually by the Board for that purpose and may be changed from time to time within that year by the Chair, in consultation with the Board.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chair or upon the request of any two Members. The Secretary shall give notice of the time, place and purpose or purposes of each special meeting by mail at least three days before the meeting or in person or by telephone or other electronic communications at least two days before the meeting to each Member. The notice required to be given under this section may be waived by the Member to whom such notice is required to be given.

Section 4. Quorum. At all Board meetings, the presence of three Members shall be necessary to constitute a quorum and shall be sufficient for the transaction of business. Any act shall be sufficient for the transaction of business if such three Members are in agreement and any act of such three Members present at a meeting and which constitutes a quorum shall be the act of the Board. Participation by videoconference shall count for quorum and voting purposes but participation by telephone shall not.

ARTICLE IV

Duties

Section 1. Chair. The Chair shall preside at all meetings of the Board. In carrying out the policies as determined by the Board, the Chair shall have the general supervision and control of the affairs of the Board. The Chair shall designate a Secretary of the Board. The Chair may delegate to one or more of the other Members the Chair's powers and functions in the general supervision, administration and control of the business of the Board.

Section 2. Secretary. The Secretary shall attend all meetings of the Board and act as secretary thereof and record all votes and shall keep a record of the proceedings of the Board in a Minute Book to be kept for that purpose. The Secretary shall cause notice to be given of all meetings of the Board. The Secretary shall attest to the signatures of the Members and have the authority to cause copies to be made of all minutes, resolutions, records and documents of the Board and to deliver certificates to the effect that such copies are true and accurate and that all persons dealing with the Board may rely on same. The Secretary shall possess such powers and perform such other duties as customarily pertain to the office or may be from time to time assigned by the Chair or prescribed by the Board.

ARTICLE V

Execution of Instruments

The Board may authorize any Member or person to execute and deliver any instrument in the name of and on behalf of the Board, and such power to execute and deliver may be general or specific; and unless so authorized, no person or Member shall have any power or authority to bind the Board by any contract or engagement.

ARTICLE VI

Defense and Indemnification of Board Members and Employees

The provisions of section 18 of the New York Public Officers Law ("POL") shall apply to the Members and employees of the Board. The benefits thereof shall be made available to each Member or employee with respect to any act or omission that has occurred or may in the future occur during the period the benefits of POL § 18 are in effect and no amendment to such that modifies the provisions thereof shall take effect with respect to any act or omission of a Member or employee that occurred prior to the effective date of such amendment unless the effect of such amendment is to increase the defense and indemnification protection afforded to such Member or employee prior to such effective date.

Amendment

The Board shall have the power to amend, alter or repeal any provision or provisions of these By-laws at any regular or special meeting.

**COMBINED STANDARDS OF CONDUCT,
LOBBYING CONTACT PROCEDURES &
CONFLICT OF INTEREST PROCEDURES**

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD

Adopted: January 25, 2017



**Northern NY
Power Proceeds
Allocation Board**

I. PURPOSE

In summary, the Northern New York Power Proceeds Allocation Board (“NNYPPAB”) is responsible for making recommendations to the New York Power Authority (“NYPA”) for the allocation of fund benefits (“Fund Benefits”) under the Northern New York Power Proceeds Allocation Act (“Act”), and performing other functions required by the Act, including making applicant and project eligibility determinations. The members of NNYPPAB serve on a volunteer basis, without salary or compensation. This document (1) sets forth the Board’s Standards of Conduct (“Standards”), (2) rules and procedures regarding lobbying contacts, and (3) procedures for disclosing and addressing conflicts of interest.

II. STANDARDS OF CONDUCT

A. Members shall:

1. Perform their duties with integrity.
2. Disclose and avoid actual as well as apparent conflicts of interests.
3. Pursue a course of conduct which will not raise suspicion that a violation of public trust has occurred.

B. Members shall not:

1. Have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of their duties in the public interest.
2. Accept other employment which will impair their independence of judgment in the exercise of their official duties.
3. Accept employment or engage in any business or professional activity which will require them to disclose confidential information gained by reason of their official position or authority.
4. Disclose confidential information acquired by them in the course of their official duties nor use such information to further their personal interests.
5. Use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others, including but not limited to, the misappropriation to themselves or to others of the property, services or other resources of the state for private business or other compensated non-governmental purposes.
6. Engage in any transaction as representative or agent of the state with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties.
7. By their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their

official duties, or that they are affected by the kinship, rank, position or influence of any party or person.

8. Make personal investments in enterprises which they have reason to believe may be directly involved in decisions to be made by them or which will otherwise create substantial conflict between their duty in the public interest and their private interest.

C. Implementation

These Standards shall apply to all NNYPPAB members. A copy of these Standards shall be furnished to every person who is appointed to the NNYPPAB, who shall be required to certify their understanding and intent to comply with these Standards in writing.

D. Guidance

The NYS Joint Commission on Public Ethics (“Commission”) is available to provide guidance and issue advisory opinions relating the requirements set forth in Public Officers Law § 74 and related statutory provisions. The Commission may be contacted for legal guidance by e-mail (legal@jcope.ny.gov) or by telephone (518-408-3976). The following is the link to the Commission’s internet website: <http://www.jcope.ny.gov>. The Law Department of NYPA, which provides staff and related services to the NNYPPAB, is also available for consultation.

III. LOBBYING CONTACTS

A. Lobbying Contacts Definitions

As used in this policy:

(a) The term "lobbyist" shall mean any person or organization retained, employed or designated by any client to influence NNYPPAB decision making.

(b) The term “contact” shall mean any oral, written or electronic communication with relevant entities under circumstances where a reasonable person would infer that the communication was intended to influence a decision by the NNYPPAB regarding the allocation of funds derived from the sale of low cost energy.

B. Filing Requirement

Members of NNYPPAB who are contacted by a lobbyist regarding the application for Fund Benefits shall not participate in communications relating to the application and direct the lobbyist to the designated person, who shall be the NYPA Corporate Secretary; and make a contemporaneous record of such contact (obtained from the Corporate Secretary) containing the day and time of the contact, the identity of the lobbyist and a general summary of the substance of the contact. The completed form is to be sent to the Corporate Secretary for recordkeeping at secretarys.office@nypa.gov.

IV. CONFLICTS OF INTEREST

The following procedure addresses conflicts of interest that may arise when a NNYPPAB member has a significant involvement (in whatever capacity) with an organization (called the “Applying Organization”), which submits an application for an award of Fund Benefits to the NNYPPAB for consideration, which may include determinations of eligibility.

A. If the NNYPPAB member is compensated by or otherwise involved (including in a representative capacity) with an Applying Organization that does not qualify as a Not for Profit organization.

1. Protocol at the Applying Organization Level

- a. The member must not participate in the preparation of the Fund Benefit application; and
- b. The member must recuse himself/herself from any discussion or vote on the Fund Benefit application; and
- c. The Applying Organization must record the member’s conflict of interest and recusal from discussion and vote.

2. Protocol at the NNYPPAB Level

- a. The member must identify the conflict of interest and recuse himself/herself from any discussion or vote on NNYPPAB board; and
- b. NNYPPAB minutes must record the conflict of interest and recusal from NNYPPAB discussion and vote.

B. If the NNYPPAB member is compensated by a Not-for-Profit Applying Organization.

1. Follow the same procedures outlined in Section A, above.

C. If the NNYPPAB member is not compensated, but is otherwise involved (including in a representative capacity) with a Not-for-Profit Applying Organization

1. Protocol at the Applying Organization level

- a. The member must not participate in the preparation of the Fund Benefit application; and
- b. The member must recuse himself/herself from any discussion or vote on the Fund Benefit application; and
- c. The Applying Organization must record the member’s conflict of interest and recusal from discussion and vote.

2. Protocol at the NNYPPAB Level

EXHIBIT F

- a. The member must identify the nature of his/her involvement in the Applying Organization and may vote on the Fund Benefit application under consideration before NNYPPAB after complying with the Applying Organization protocol; and
- b. The NNYPPAB minutes must record the nature of the member's involvement in the Applying Organization and the fact that the member recused himself/herself from the preparation, discussion and vote of the Fund Benefit application before that organization; and
- c. If NNYPPAB makes its recommendation to the NYPA Board of Trustees, it must provide a summary of the circumstances attending the vote including the member's involvement in the Applying Organization and his or her recusal from any discussion and vote before such organization.

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD

COMBINED STANDARDS OF CONDUCT, LOBBYING CONTACT PROCEDURES &
CONFLICT OF INTEREST PROCEDURES MEMBER CERTIFICATION

I, _____, acknowledge that I have read the Northern New York Power Proceeds Allocation Board's Combined Standards of Conduct, Lobbying Contact Procedures & Conflict of Interest Procedures ("Standards and Procedures"). I understand that every Member is required to comply with the Standards and Procedures.

Accordingly, I certify that, to the best of my knowledge, I am in compliance with the provisions of the Standards and Procedures.

Should I ever have a concern regarding a potential violation of the Standards and Procedures, I will report the concern to the Ethics & Compliance Office for resolution. Any potential conflict of interest violations or concerns should also be reported to the Corporate Secretary in a manner so as to avoid or otherwise address such conflict.

Signature: _____

Date: _____



Northern NY Power Proceeds Allocation Board

The Northern New York Power Proceeds Allocation Board (“Board”) acknowledges that the Act authorizes the New York Power Authority (“NYPA”) to provide information and assistance to the Board, including staff services and designates the New York Power Authority Economic Development Manager, North Country, to act on the Board’s behalf for administrative matters, including establishing and managing a “pre-application” process to assist potential applicants for fund benefits and support the formal application process; managing the application process, including intake, processing, analysis and tracking of applications for fund benefits; managing communications with applicants and from staff relating to applications and other pertinent program matters; processing Board decision of applications; and any and all things and take any and all actions to effectuate the Board’s decision.



**Northern NY
Power Proceeds
Allocation Board**

EXHIBIT H

NORTHERN NEW YORK POWER PROCEEDS ALLOCATION BOARD 2017 MEETING SCHEDULE

| NYPPAB MEETING DATES | LOCATION |
|---|-------------------------------|
| Wednesday, January 25 th at 2:00pm | St. Lawrence Visitor's Center |
| Wednesday, April 12 th at 2:00pm | St. Lawrence Visitor's Center |
| Wednesday, June 14 th at 2:00pm | St. Lawrence Visitor's Center |
| Thursday, August 3 rd at 2:00pm | St. Lawrence Visitor's Center |
| Wednesday, October 11 th at 2:00pm | St. Lawrence Visitor's Center |

***St. Lawrence-FDR Power Project Visitor's Center,
21 Hawkins Point Road, Massena, NY***