

APPLICATION FOR BENEFITS / IDA

INSTRUCTIONS

1. The Agency/IDA will not consider any application unless, in the judgment of the Agency/IDA, said application contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using "none" or "not applicable" or "N/A" where the question is not appropriate to the project which is the subject of this application (the Project).
3. If an estimate is given as the answer to a question, put "est." after the figure or answer, which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return one (1) hard copy of this application and one (1) electronic copy to the Agency/IDA at the address indicated on the application.
6. The Agency/IDA will not give final approval to the application until the it receives a completed environmental assessment form concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency/IDA (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are certain elements of the Project which are in the nature of trade secrets of information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The Agency/IDA has established a non-refundable application fee of One Thousand (\$1,000) Dollars to cover the anticipated costs of processing this application. A check or money order payable to the Agency/IDA must accompany each application. **THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY/IDA UNLESS ACCOMPANIED BY THE APPLICATION FEE.**
9. The Agency/IDA has established a project fee for each project in which the Agency/IDA participates. **THIS PROJECT FEE IS 1% of the total Project Cost. THE APPLICANT IS REQUIRED TO PAY THE AGENCY/IDA FIVE THOUSAND (\$5,000) DOLLARS OF THE PROJECT FEE WITHIN 7 DAYS OF THE APPROVAL OF THE PROJECT. PLEASE NOTE THIS FEE IS NON-REFUNDABLE. THE REMAINING BALANCE OF THE PROJECT FEE IS DUE AT TIME OF CLOSING.** Failure to close the Payment-in-Lieu of Taxes within six (6) months after approval will terminate the PILOT agreement. However, a six (6) month extension may be requested by the applicant, but must include an additional FIVE THOUSAND (\$5,000) non-refundable fee. Approval of the extension is at the discretion of The Agency's Executive Director. The additional FIVE THOUSAND (\$5,000) fee will be deducted from the Agency's Project Fee at the time of closing. The applicant will also be expected to pay to the Agency/IDA all actual costs incurred in connection with the application including all costs incurred by general counsel and bond counsel. In addition, any cost associated with a requested change, modification or alteration to the PILOT agreement during the term of the PILOT including, but not limited to refinancing, renaming, reassignment and PILOT termination shall be the responsibility of the applicant.
10. The Agency/IDA will charge annually an administrative fee of \$1,500 to cover ongoing compliance and oversight; the fee shall be payable January 1 of each year until all financing documents shall terminate and be discharged and satisfied.
11. Chapter 59 of the Laws of 2013 (Part J), effective March 28, 2013 (the "2013 Budget Law"), established new record keeping, reporting, and recapture requirements for industrial development agencies that receive sales tax exemptions. The new law requires the following: 1) to keep records of the amount of sales tax benefits provided to each Project and make those records available to the State upon request; 2) that within 30 days after providing financial assistance to a Project, the Agency/IDA must report the amount of sales tax benefits intended to be provided to a Project; and 3) a requirement that the Agency/IDA post on the internet and make available without charge copies of its resolutions and Project agreements.
12. The 2013 Budget Law also requires that the Agency/IDA recapture State sales tax benefits where: 1) the Project is not entitled to receive those benefits; 2) the exemptions exceed the amount authorized or claimed for unauthorized property or services; or 3) the Project operator failed to use property or services in a manner required by its agreement with the Agency/IDA.
13. The Applicant requesting a sales tax exemption from the Agency/IDA must include in the application a realistic estimate of the value of the savings anticipated to be received by the applicant. **EACH APPLICANT IS HEREBY ADVISED TO PROVIDE REALISTIC SALES TAX ESTIMATES IN THE APPLICATION, as the 2013 Budget Law and the regulations expected to be enacted thereunder are expected to require that the Agency/IDA recapture any benefit that exceeds the amount listed in the application.**
14. Project Applicants as a condition to receiving Financial Assistance (including a sales tax exemption, mortgage tax exemption, real property tax abatement, and/or bond proceeds) from the Agency/IDA will be required to utilize qualified local labor and/or contractors as defined in the Appendix A of the application, for all projects involving the construction, expansion, equipping, demolition and or/remediation of new, existing, expanded or renovated facilities (collectively, the "Project Site").

APPLICATION FOR FINANCIAL ASSISTANCE

APPLICANT

NAME: Bluestone Wind, LLC or its designee (the "Company")

APPLICANT'S STREET ADDRESS: 30 St. Clair Avenue W., 12th Floor

CITY: Toronto

STATE: ONT

ZIP: M4V 3A1

PHONE: (416) 962-6262

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION:

Chris Stanton, Jeffrey Nemeth, Michelle Chislett

PHONE: (512) 557-8843

TITLE: Proj. Dev. Manager, Proj. Dev. Director, Managing Director

EMAIL: chris.stanton@northlandpower.com, jeffrey.nemeth@northlandpower.com

APPLICANT'S COUNSEL

NAME: Daniel A. Spitzer

FIRM: Hodgson Russ

EMAIL: dspitzer@hodgsonruss.com

ADDRESS: 140 Pearl Street, Ste 100

CITY: Buffalo

STATE: NY

ZIP: 14202

PHONE: (716) 472-4076

APPLICANT'S ACCOUNTANT

NAME: Lily Chen

FIRM: Northland Power Inc.

EMAIL: lily.chen@northlandpower.com

ADDRESS: 30 St. Clair Ave. W

CITY: Toronto

STATE: ONT

ZIP: M4V 3A1

PHONE: (647) 288-1825

PLEASE OUTLINE ON A SEPARATE SHEET OF PAPER ANY OTHER PROFESSIONALS INVOLVED IN THE PROJECT (I.E., DESIGN PROFESSIONAL, GENERAL CONTRACTOR).

PROJECT SUMMARY

A: TYPE OF PROJECT: Select Project Type for all end users at project site (you may check more than one):

<input type="checkbox"/> Industrial	<input type="checkbox"/> Housing	<input type="checkbox"/> Multi-Tenant	<input type="checkbox"/> Back Office	<input type="checkbox"/> Mixed Use	<input type="checkbox"/> Civic Facility (not for profit)
<input type="checkbox"/> Acquisition of Existing Facility	<input type="checkbox"/> Equipment Purchase	<input type="checkbox"/> Commercial	<input type="checkbox"/> Retail	<input type="checkbox"/> Facility for Aging	<input checked="" type="checkbox"/> Other <u>Wind Project</u>

B: EMPLOYMENT IMPACT (BROOME COUNTY): EXISTING/RETAINED JOBS: 0 NEW JOBS WITHIN THREE YEARS: 4 2 FTEs of Applicant and 2 FTEs of equipment supplier

C: PROJECT COST: \$ 213,115,349 D: TYPE OF FINANCING: ☐ TAX-EXEMPT ☐ TAXABLE ☒ STRAIGHT LEASE

E: AMOUNT OF BONDS REQUESTED: \$ N/A

F: AMOUNT OF NEW MORTGAGE(S) REQUIRED FOR PROJECT: \$ 191,803,814

G: PROJECT-RELATED COSTS SUBJECT TO SALES TAX: \$ 110,095,349

H: ESTIMATED VALUE OF TAX EXEMPTIONS:

NYS SALES AND COMPENSATING USE TAX \$ 8,807,628 MORTGAGE RECORDING TAXES \$ 1,918,038

REAL PROPERTY TAX EXEMPTIONS \$ 14,577,103 REQUESTED TERM OF PILOT: 20 years

OTHER (PLEASE SPECIFY) \$

I: CURRENT PROPERTY TAX ASSESSMENT \$ N/A CURRENT PROPERTY TAXES \$ N/A

APPLICANT INFORMATION

EMPLOYER'S FEDERAL ID NO. 30-0930234

NAICS CODE

1. INDICATE TYPE OF BUSINESS ORGANIZATION OF APPLICANT:

A. ☐ CORPORATION INCORPORATED IN WHAT COUNTRY WHAT STATE

DATE INCORPORATED TYPE OF CORPORATION

AUTHORIZED TO DO BUSINESS IN NEW YORK: ☐ YES ☐ NO

B. ☐ PARTNERSHIP TYPE OF PARTNERSHIP # OF GENERAL PARTNERS # OF LIMITED PARTNERS

C. ☐ SOLE PROPRIETORSHIP

D. ☒ LIMITED LIABILITY APPLICANT DATE CREATED 3/22/2016

2. IS THE APPLICANT A SUBSIDIARY OR DIRECT OR INDIRECT AFFILIATE OF ANY OTHER ORGANIZATION(S)? IF SO, NAME OF RELATED ORGANIZATION(S) AND RELATIONSHIP:

The Company is a wholly-owned subsidiary of Northland Power U.S. Projects Inc.

MANAGEMENT OF APPLICANT

List all owners, directors and partners

NAME AND HOME ADDRESS	OFFICE HELD	OTHER PRINCIPAL BUSINESS
Mike Crawley 30 St. Clair Avenue W., 12th Floor Toronto, Ontario M4V 3A1	President and CEO	
David Povall 30 St. Clair Avenue W., 12th Floor Toronto, Ontario M4V 3A1	EVP, Development	
Pauline Alimchandani 30 St. Clair Avenue W., 12th Floor Toronto, Ontario M4V 3A1	Treasurer and CFO	
Michael Shadbolt 30 St. Clair Avenue W., 12th Floor Toronto, Ontario M4V 3A1	Secretary, VP and General Counsel	

WITHIN THE PAST FIVE YEARS HAS THE APPLICANT, ANY AFFILIATE, ANY PREDECESSOR COMPANY OR ENTITY, OWNER, DIRECTOR, OFFICER, PARTNER OR ANY CONTRACTOR AFFILIATED WITH THE PROPOSED PROJECT BEEN THE SUBJECT OF:

1. an indictment, judgment, conviction, or a grant of immunity, including pending actions, for any business-related conduct constituting a crime? ☐ YES ☒ NO
2. a government suspension or debarment, rejection of any bid or disapproval of any proposed contract, including pending actions, or for lack of responsibility? ☐ YES ☒ NO
3. any final governmental determination of a violation of any public works law or regulation, or labor law regulation? ☐ YES ☒ NO
4. a consent order with the NYS Dept. of Environmental Conservation? ☐ YES ☒ NO
5. an unsatisfied judgment, injunction or lien for any business-related conduct obtained by any federal, state or local government agency including, but not limited to, judgments based on taxes owed and fines and penalties assessed? ☐ YES ☒ NO
6. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated in a bankruptcy? ☐ YES ☒ NO

IF THE ANSWER TO ANY QUESTION 1 THROUGH 6 ABOVE IS YES, PLEASE FURNISH DETAILS ON A SEPARATE ATTACHMENT.

IS THE APPLICANT PUBLICLY HELD? ☐ YES ☒ NO

LIST EXCHANGES WHERE STOCK IS TRADED AND LIST ALL STOCKHOLDERS HAVING A 5% OR MORE INTEREST IN THE APPLICANT.

NAME	ADDRESS	PERCENTAGE OF HOLDING

APPLICANT'S PRINCIPAL BANK(S) OF ACCOUNT

HSBC

PROJECT DATA

1. Attach a complete narrative description of Project including location, proposed product lines and market projections, square feet by usage, type of construction, machinery for products, machinery for building, office and parking
2. Attach a photo of the site or existing facility to be improved.
3. Attach copies of preliminary plans or sketches of proposed construction or floor plan of existing facility.
4. Are utilities on site or must they be brought in? If so, which ones?

Project will connect directly to the NYSEG high-voltage transmission system. Station service power, when needed, will be brought in via the NYSEG system.

5. Who presently is legal owner of building or site?

See Exhibit A and Exhibit B.

6. Is there a purchase option in force or other legal or common control in the project?
If so, furnish details in a separate attachment.

☒ YES ☐ NO

Is there an existing or proposed lease for all or a portion of the project?

☒ YES ☐ NO

7. If applicant will not occupy 100% of the building in a real estate related transaction, provide information on tenant(s) on a separate sheet including: name, present address, employer fed. ID no., percentage of project to be leased, type of business organization, relationship to applicant, date and term of lease.

8. Is owner or tenant(s) responsible for payment of real property taxes?

OWNER

See Exhibit A

TENANT

9. Zoning district in which Project is located

N/A

10. Are there any variances or special permits required? If yes, please explain:

☐ YES ☒ NO

See Exhibit A.

11. Will the completion of the Project result in the removal of a plant or facility of the Applicant or another proposed occupant of the project from one area of the State of New York to another area of the State? If yes, please explain:

☐ YES ☒ NO

12. Will the completion of the Project result in the abandonment/disposal of one or more plants or facilities of the Applicant located in New York state? If yes, please explain:

☐ YES ☒ NO

13. If the answer to question 11 or 12 is yes, indicate whether any of the following apply to the Project:

A. Is the Project reasonably necessary to preserve the competitive position of the Applicant or such Project Occupant? If yes, please explain: ☐ YES ☐ NO

B. Is the Project reasonably necessary to discourage the Applicant or such Project Occupant from relocating outside of New York state? If yes, please explain: ☐ YES ☐ NO

14. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? If yes, please explain: ☐ YES ☒ NO

15. If the answer to question 14 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project? %

16. If the answer to question 14 is yes, and the answer to question 15 is more than 33.33%, indicate whether any of the following apply to the Project:

A. Will the Project be operated by a not-for-profit corporation? If yes, please explain ☐ YES ☐ NO

B. Will the Project likely attract a significant number of visitors from outside the economic development region in which the Project will be located? If yes, please explain: ☐ YES ☐ NO

C. Would the Project Occupant, but for the contemplated financial assistance from The Agency, locate the related jobs outside New York state? If yes, please explain: ☐ YES ☐ NO

D. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? If yes, please explain: ☐ YES ☐ NO

E. Will the Project be located in one of the following: 1) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or 2) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most Recent census data, has a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance; and 3) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? If yes, please explain:

☐ YES ☐ NO

F. If the answers to any of subdivisions c. through e. of question 16 is yes, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

☐ YES ☐ NO

17. Please indicate all other local agencies, boards, authorities, districts, commissions or governing bodies (including any federal, city, county and other political subdivision of the State of New York and all state departments, agencies, boards, public benefit corporations, public authorities or commissions) involved in approving or funding or directly undertaking action with respect to the Project. For example, do you need a municipal building permit to undertake the Project? State Historic Preservation? Do you need a zoning approval to undertake the Project? If so, you would list the appropriate municipal building department or planning or zoning commission which would give said approvals.

See Exhibit A.

18. Describe the nature of the involvement of the federal, state or local agencies described above:

See Exhibit A.

19. Has construction work on this project begun? If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation, completion of foundations, installation of footings, etc.

☐ YES ☒ NO

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

Please See Exhibit A.

21. Does the project utilize resource conservation, energy efficiency, green technologies, and alternative and renewable energy measures? Please explain:

Yes, the project is a utility-scale, wind generation project that will utilize up to 26 wind turbines to generate electricity for export to the power grid. The project will help New York State meets its renewable energy and carbon reduction targets.

PROJECT BENEFITS/COSTS

1. NAME OF PROJECT BENEFICIARY ("APPLICANT"):

Bluestone Wind, LLC

2. ESTIMATED AMOUNT OF PROJECT BENEFITS SOUGHT:

A. Amount of Bonds Sought	\$ 0.00
B. Value of Sales Tax Exemption Sought	\$ 8,807,628.00
C. Value of Real Property Tax Exemption Sought	\$ 14,577,103.00
D. Value of Mortgage Recording Tax Exemption Sought	\$ 1,918,038.00
E. Interest Savings IRB Issue	\$ 0.00

3. SOURCES AND USES OF FUNDS:

Financing Sources	
Equity	\$
Local Banks	\$
TBD	\$ 213,115,349.00
	\$
	\$
	\$
TOTAL	\$ 213,115,349.00

Application of Funds	
Land	\$ 1,500,000.00
Building Acquisition/Construction	\$ 104,418,849.00
Expansion/Renovation	\$
Machinery & Equipment	\$ 106,896,500.00
Working Capital	\$
Other	\$ 300,000.00
TOTAL	\$ 213,115,349.00

Project Description: See Exhibit A.

4. PROJECTED PROJECT INVESTMENT:

A. Building and Land Related Costs	\$ 1,500,000
1. Land acquisition	\$ 0.00
2. Acquisition of existing structures	\$ 0.00
3. Renovation of existing structures	\$ 104,418,849.00
4. New construction	

C. Machinery and Equipment Costs	\$ 106,896,500.00
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D. Furniture and Fixture Costs	\$ 0.00
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E. Working Capital Costs	\$ 0.00
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F. Professional Services/Development Costs	
1. Architecture and Engineering	\$ 200,000.00
2. Accounting/legal	\$ 100,000.00
3. Development Fee	\$ 0.00
4. Other service-related costs (describe)	\$ 0.00

G. Other Costs	\$ 0.00
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H. Summary of Expenditures	
1. Total Land-Related Costs	\$ 1,500,000.00
2. Total Building-Related Costs	\$ 104,418,849.00
3. Total Machinery and Equipment Costs	\$ 106,896,500.00
4. Total Furniture and Fixture Costs	\$ 0.00
5. Total Working Capital Costs	\$ 0.00
6. Total Professional Services/Development Costs	\$ 300,000.00
7. Total Other Costs	\$ 0.00

TOTAL PROJECT COST	\$ 213,115,349.00
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AGENCY FEE 1%	\$ 2,131,153.00
(1% OF PROJECT COST)	See Exhibit G for Fee Details

TOTAL PROJECT EXPENDITURES	\$ 215,246,502.00
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Have any of the above expenditures already been made by the applicant?
If yes, please provide details:

☒ YES ☐ NO

The entirety of the expenditures to date have been made solely by the Applicant, under both the ownership of Calpine Wind Holdings LLC and Northland Power U.S. Projects Inc.

Please list any non-financial public benefits that the project will provide:

See Exhibit C.

PROJECTED CONSTRUCTION EMPLOYMENT IMPACT

Please provide estimates of total construction jobs at the Project:

YEAR	CONSTRUCTION JOBS (Annual wages and benefits \$40,000 and under)	CONSTRUCTION JOBS (Annual wages and benefits over \$40,000)
CURRENT		0.00
YEAR 1		73.00 Peak of 150 jobs
YEAR 2		73.00 Peak of 150 jobs
YEAR 3		

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

YEAR	TOTAL ANNUAL WAGES AND BENEFITS
CURRENT	\$
YEAR 1	\$ 2,750,000.00
YEAR 2	\$ 2,750,000.00
YEAR 3	\$

It is the policy of The Agency/IDA to require the Applicant to use local labor, contractors and suppliers in projects that The Agency/IDA is providing financial assistance for. Please refer to the Appendix A (page 16). Local labor, contractors and suppliers shall be defined as employees and companies residing in the following Counties: Broome, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Steuben, Tioga, and Tompkins.

PROJECTED PERMANENT EMPLOYMENT IMPACT

PROJECTED EMPLOYMENT FIGURES - YEAR ONE	UNDER \$30,000	\$30,000 – \$50,000	\$50,000 – \$75,000	OVER \$75,000
Number of Full-Time Employees (FTE) earning				4*
Number of Part-Time Employees earning				

*2 FTEs of Applicant plus 2 FTEs of equipment supplier based at project.

Total Payroll For Full-Time Employees	\$			344,000.00
Total Payroll For Part-Time Employees	\$			
Total Payroll For All Employees	\$			344,000.00

PROJECTED EMPLOYMENT FIGURES - YEAR TWO	UNDER \$30,000	\$30,000 – \$50,000	\$50,000 – \$75,000	OVER \$75,000
Number of Full-Time Employees (FTE) earning				
Number of Part-Time Employees earning				

Total Payroll For Full-Time Employees	\$			
Total Payroll For Part-Time Employees	\$			
Total Payroll For All Employees	\$			

PROJECTED EMPLOYMENT FIGURES - YEAR THREE	UNDER \$30,000	\$30,000 – \$50,000	\$50,000 – \$75,000	OVER \$75,000
Number of Full-Time Employees (FTE) earning				
Number of Part-Time Employees earning				

Total Payroll For Full-Time Employees	\$			
Total Payroll For Part-Time Employees	\$			
Total Payroll For All Employees	\$			

REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency/**IDA** as follows:

- 1. STATEMENT OF NEED:** Applicant affirms that there is a likelihood that the project would not be undertaken but for the financial assistance provided by the Agency, or if not, the applicant will provide a statement indicating the reasons the project should be undertaken by the Agency.
- 2. JOB LISTINGS:** Except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOC") and with the administrative entity (collectively with the DOC, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- 3. FIRST CONSIDERATION FOR EMPLOYMENT:** In accordance with Section 858-b(2) of the New York General Municipal Law, Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency/**IDA**, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- 4. ANNUAL SALES TAX FILINGS:** In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency/**IDA**, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- 5. REGULATORY COMPLIANCE:** Applicant is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws and all provisions of article 18-a of the General Municipal Law.
- 6. EMPLOYMENT:** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency/**IDA**, the Applicant agrees to file, or cause to be filed, with the Agency/**IDA**, on an annual basis, reports regarding the number of people employed at the Project site. The Chief Executive Office shall submit to the Agency/**IDA** prior to February 1 of each year, a written certification setting forth
 - Number of full-time employees at the Project location in the preceding calendar year;
 - Number of part-time employees at the Project location in the preceding calendar year;
 - Gross payroll of all employees at the Project location in the preceding calendar year.
- 7. RECAPTURE POLICY:** The Agency/**IDA** reserves the right to recapture all or part of any benefits provided to the applicant if any of the following occur:
 - a. The Project Facility as defined in the PILOT/Lease Agreement is sold or closed and the Applicant leaves or departs Broome County.
 - b. There is a significant change in the use of the Project Facility and/or business activities of the Applicant.
 - c. There is a significant reduction in the number of full/part-time jobs at the Project Facility in comparison to what was estimated in the Applicant's Project Application that are not reflective of the Applicant's normal business cycle or national economic conditions.
 - d. The Applicant fails to fully comply with all periodic and/or annual reporting requirements of the Agency/**IDA**, State or Federal government.
 - e. The Applicant failed to achieve any minimal new job creation figures specified by and within the time-frames specified by the Agency/**IDA**.
 - f. Failure of the applicant to make timely PILOT payments.
 - g. Failure to cooperate with Agency personnel in providing data of project progress.
 - h. The applicant has committed a material violation of the terms & conditions of a project agreement.
 - i. The applicant has committed a material violation of the terms & conditions of the sales and use tax exemption benefit.

8. ABSENCE OF CONFLICTS OF INTEREST: The Applicant has reviewed from the Agency/ **IDA** a list of the members, officers and employees, which is publicly viewable at www.theagency-ny.com. No member, officer or employee of the Agency/**IDA** has an interest, whether direct or indirect, in a transaction contemplated by this Application, except as hereinafter described:

9. APPARENT CONFLICTS: Has the Applicant provided any personal gifts, loans or campaign contributions to any local or State political party or elected individual in the preceding 12 months? ☐ YES ☒ **NO IF YES, PLEASE DESCRIBE:**

10. FEES: This Application must be submitted with a non-refundable \$1,000 application fee to the Agency/**IDA**.

The Agency/**IDA** has established a general Agency fee in the amount of 1% of the total cost of the project.

The Agency/**IDA** will charge annually an administrative fee of \$1,500 to cover ongoing compliance and oversight; the fee shall be payable January 1 of each year until all financing documents shall terminate and be discharged and satisfied.

Bluestone Wind LLC

Applicant

By:



Title:

President + CEO

DOCUMENT LISTS

(A copy of this list should be provided to Applicant's legal counsel)

Please ensure that the following items are delivered with the application:

1. A \$1,000 Application Fee. _____ ☒ YES ☐ NO
2. An EAF (Environmental Assessment Form). _____ ☐ YES ☒ NO
3. Have financing arrangements been made _____ ☐ YES ☒ NO

Prior to the closing of this transaction, Applicant shall deliver the following documentation (where applicable to the project) to The Agency/IDA's legal counsel:

1. Insurance Certificate
Certificate of Worker's Compensation Insurance (The Agency/IDA named as additional insured). _____ ☐ YES ☐ NO

Certificate of General Liability Insurance (The Agency/IDA named as additional insured). Limits not less than \$1,000,000 per occurrence/accident and a blanket excess liability not less than \$3,000,000. _____ ☐ YES ☐ NO

Certificate of insurance against loss/damage by fire, lightning or other casualties with a uniform standard extended coverage endorsement in an amount not less than the full replacement value of the Facility (The Agency/IDA named as additional insured). _____ ☐ YES ☐ NO
2. Certificate of Incorporation/Articles of Organization together with all amendments or restatements thereto. _____ ☐ YES ☐ NO
3. By-Laws/Operating Agreement together with any amendments thereto. _____ ☐ YES ☐ NO
4. Good Standing Certificate(s) issued by the State of Incorporation/Organization of the Applicant and NYS. _____ ☐ YES ☐ NO
5. Resolutions of the Board of Directors/Members of the Applicant approving the Project. _____ ☐ YES ☐ NO
6. List of all Material Pending Litigation of the Applicant. _____ ☐ YES ☐ NO
7. List of all Underground Storage Tanks containing Hazardous Materials at the Project. _____ ☐ YES ☐ NO
8. List of all Required Environmental Permits for the Project. _____ ☐ YES ☐ NO
9. Legal Description of the Project Premises. _____ ☐ YES ☐ NO
10. Name and title of person signing on behalf of the Applicant. _____ ☐ YES ☐ NO
11. Copy of the proposed Mortgage (if any). _____ ☐ YES ☐ NO
12. Applicant's Federal Tax ID Number (EIN). _____ ☐ YES ☐ NO
13. Tax Map Number of Parcel(s) comprising the Project. _____ ☐ YES ☐ NO
14. Copy of the Certificate of Occupancy (as soon as available) _____ ☐ YES ☐ NO

CERTIFICATION

The information contained in this Application, including employment information, is true and correct. The Applicant is aware that any material misrepresentations made in this Application constitute an act of fraud, resulting in revocation of benefits.

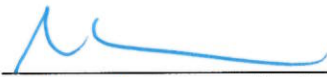
The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which own a minimum of 20% of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term on any agreements made in connection with the Application.

As of the date of the Application this project is in substantial compliance with all provisions of GML Article 18-A, including but not limited to, the provisions of GML Section 859-a and GML Section 862(1) (the anti-raid provision) and if the project involves the removal or abandonment of a facility or plant within the state, notification by the IDA to the chief executive officer or officers of the municipality or municipalities in which the facility or plant was located.

Applicant has read and fully understands The Agency/IDA's Uniform Tax Exemption Policy.

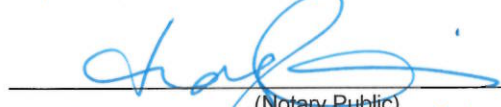
Applicant hereby releases The Agency/IDA and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency/IDA") from, agrees that the Agency/IDA shall not be liable for and agrees to indemnify, defend and hold the Agency/IDA harmless from and against any and all liability arising from or expense incurred by: (i) the Agency/IDA's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the issue of bonds requested therein are favorably acted upon by the Agency/IDA; and (ii) the Agency/IDA's financing of the Project described therein, including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency/IDA or the Applicant are unable to find buyers willing to purchase the total bond issue requested, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency/IDA, its agents or assigns, all actual costs incurred by the Agency/IDA in the processing of the Application, including attorneys' fees, if any.

By:


Mike Crowley (Applicant) President + CEO

Sworn to before me this

9th day of Dec, 2020.


(Notary Public)
Tracy Denise Chin Robillard
Notary Public for Ontario



APPENDIX A – ATTACHMENT TO APPLICATION FOR FINANCIAL ASSISTANCE

Local General Contractor, Subcontractor, Trades and Labor Policy

It is the goal of the The Agency/**IDA** to maximize the use of local labor for each project that receives benefits from the Agency/**IDA**. This policy applies to general contractors, subcontractors, trade professionals, and their employees. The Agency/**IDA**'s Local Labor Area consists of the following New York State counties: Broome, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Steuben, Tioga and Tompkins.

Every applicant is obligated to provide written proof and data (see attached ... forms) to the Agency/**IDA** as to the physical location of all the contractors who will work on the project.

The Agency/**IDA** will review the data provided and determine, on a case-by-case basis and in a fully transparent manner, whether the Applicant has substantially conformed to the policy.

An Applicant **will not be deficient** if the proposed project requires specifically skilled labor that is unavailable in the Local Labor Area.

An Applicant **will not be deficient** if the proposed project utilizes parts and supplies assembled elsewhere because no such assembly is available in the Local Labor Area.

An Applicant **will be held non-compliant** with the Labor Policy if it imports labor from outside the Local Labor Area when equal labor that is ready, willing, cost competitive, etc. resides in the Local Labor Area.

The Agency/**IDA** may determine on a case-by-case basis to waive any portion of this policy for a project or a portion of a project where consideration of warranty issues, necessity of specialized skills, significant cost differentials between local and non-local services, documented lack of workers meeting the Local Labor Requirement or if other compelling circumstances exist.

In consideration of the extension of financial assistance by the Agency/**IDA** Bluestone Wind Farm Project (the Applicant) understands the Local Labor Policy and agrees to submit either or both a Local Labor Utilization Report or a Non Local Labor Utilization Report at the time that construction begins on the project to the Agency and as part of a request to extend the valid date of the Agency/**IDA**'s tax-exempt certificate for the Bluestone Wind Farm Project (the project).

The Applicant understands an Agency/**IDA** tax-exempt certificate is valid for 90 days effective the date of the project inducement and extended for 90 day periods thereafter upon request by the Applicant.

The Applicant further understands any request for a waiver to this policy must be submitted in writing and approved by the Agency/**IDA** before a tax-exempt certificate is issued or extended.

The Applicant further understands that if the required forms are not submitted to the Agency/**IDA**, the Agency/**IDA** shall have the authority to immediately terminate any and all Financial Assistance being provided to the Project.

I agree to the conditions of this agreement and certify all information provided regarding the construction and employment activities for the Project as of December 9, 2020 (date).

APPLICANT: Bluestone Wind, LLC

REPRESENTATIVE FOR CONTRACT BIDS/AWARDS: Chris Stanton


ADDRESS: 30 St. Clair Ave W, 12th Floor

CITY: Toronto STATE: ONT ZIP: M4V 3A1 PHONE: (512) 557-8843

EMAIL: chris.stanton@northlandpower.com

PROJECT ADDRESS: Towns of Windsor and Sanford, Broome

AUTHORIZED REPRESENTATIVE: Mike Crawley TITLE: President + CEO

SIGNATURE: 

Sworn to before me this

9th day of Dec, 2020.


(Notary Public)

Tracy Denise Chin Robillard
Notary Public for Ontario



The following organizations must be solicited in writing for the purpose of meeting the requirements of this Agreement:

****Documentation of solicitation MUST be provided to the Agency**

The Builders Exchange of the Southern Tier, Inc. 15
Belden Street
Binghamton, NY 13903
brad@bxstier.com
(607) 771-7000

Binghamton/Oneonta Building Trades Council 11
Griswold Street
Binghamton, NY 13904
raikens@iuoe158.org
(607) 723-9593

Tompkins-Cortland Building Trades Council 622 West
State Street
Ithaca, NY 14850
tbrueribew241@gmail.com
(607) 272-3122

Southern Tier Building Trades Council
1200 Clemens Center Parkway
Elmira, NY 14901
ibew139ba@aol.com
(607) 732-1237

Dodge Reports
<http://construction.com/dodge/submit-project.asp> 830
Third Ave., 6th Floor
New York, NY 10022
support@construction.com
(877) 784-9556

Building Trades
Katie Fairbrother, Secretary
kfairbrother@ualocal112.org
607-723-9593

LOCAL LABOR UTILIZATION REPORT

To be completed for all contractors residing within the Broome County IDA Local Labor Area

APPLICANT:

PROJECT ADDRESS:

CITY:

STATE:

ZIP:

EMAIL:

PHONE:

GENERAL CONTRACTOR/CONSTRUCTION MANAGER:

CONTACT:

ADDRESS:

CITY:

STATE:

ZIP:

EMAIL:

PHONE:

ITEM	CONTRACT/SUB	ADDRESS	EMAIL	PHONE	AMOUNT
Site/Demo					
Foundation/Footings					
Building					
Masonry					
Metals					
Wood/Casework					
Thermal/Moisture					
Doors, Windows & Glazing					
Finishes					
Electrical					
HVAC					
Plumbing					
Specialties					
M& E					
FF & E					
Utilities					
Paving/Landscaping					

CHECK IF CONSTRUCTION IS COMPLETE

☐

CHECK IF THIS IS YOUR FINAL REPORT

☐

I CERTIFY THAT THIS IS AN ACCURATE ACCOUNTING OF THE CONTRACTORS THAT ARE WORKING AT THE PROJECT SITE.

Company Representative_____
Date

NON LOCAL LABOR UTILIZATION REPORT

To be completed for all contractors not residing within the Broome County IDA
Local Labor Area

APPLICANT:

PROJECT ADDRESS:

CITY:

STATE:

ZIP:

EMAIL:

PHONE:

GENERAL CONTRACTOR/CONSTRUCTION MANAGER:

CONTACT:

ADDRESS:

CITY:

STATE:

ZIP:

EMAIL:

PHONE:

ITEM	CONTRACT/SUB	ADDRESS	EMAIL	PHONE	AMOUNT
Site/Demo					
Foundation/Footings					
Building	104,418,849.00				
Masonry					
Metals					
Wood/Casework					
Thermal/Moisture					
Doors, Windows & Glazing					
Finishes					
Electrical					
HVAC					
Plumbing					
Specialties					
M& E					
FF & E					
Utilities					
Paving/Landscaping					

CHECK IF CONSTRUCTION IS COMPLETE

☐

CHECK IF THIS IS YOUR FINAL REPORT

☐

I CERTIFY THAT THIS IS AN ACCURATE ACCOUNTING OF THE CONTRACTORS
THAT ARE WORKING AT THE PROJECT SITE.

Company Representative

Date

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit A
Project Data

1. Project Description

The project covered by this Application (the “Project”) will consist of: (a)(1) the acquisition of an interest in the Company’s fee, leasehold, and easement interests in certain parcels of land located in the Towns of Sanford and Windsor, Broome County, New York (collectively, the “Land”), (2) the acquisition, construction, installation and equipping on or under the Land of: (i) a buried and overhead collection and transmission line system to carry electricity to the point of interconnection, (ii) one or more electrical substations and related switching, (iii) operations, maintenance and storage buildings, (iv) one or more meteorological and communication towers and devices, and (v) a system of gravel access roads, security fencing and gates, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition, installation and equipping therein and thereon of certain equipment, including wind turbine generators with a total combined rated capacity of up to 124¹ megawatts (“MW”), transformers, potential battery storage and related facilities, and furniture, fixtures, machinery and equipment (collectively, the “Equipment”), all of the foregoing for use by the Company as a wind-powered electric generating facility (collectively, the “Project Facility”), and (b) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including exemptions from mortgage recording taxes, sales and use taxes, and real property taxes for the Project Facility (but not including special assessments and ad valorem levies) (collectively, the “Financial Assistance”).

2. Photo of the Site

Attached is an April 2019 copy of the facility layout of the Project Facility submitted in connection with the application (“Article 10 Application”) of Bluestone Wind, LLC (the “Company”) for a Certificate of Environmental Compatibility and Public Need (“Certificate”) to the New York State Board on Electric Generation Siting and the Environment (the “Siting Board”) pursuant to Article 10 of the New York Public Service Law (“Article 10”) under Case No. 16-F-0559. The Siting Board granted a Certificate of Environmental Compatibility and Public Need with respect to the Project (the “Article 10 Certificate”) on December 16, 2019.

3. Preliminary plans or sketches.

See response to #2 above. The Article 10 Application contains information regarding the Project Facility and is available for inspection on the Project’s website (<https://www.northlandpower.com/What-We-Do/Development-Projects/Wind/Bluestone-Wind.aspx>) as well as on the New York Department of Public Service’s Document and Matter Management System (<http://documents.dps.ny.gov>).

¹ Project’s Interconnection Request with NYISO limits capacity to 124.2 MW.

Bluestone Wind, LLC
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5. Present legal owner of site.

See Exhibit B. The Project area is owned by many landowners (“Underlying Landowners”) with whom the Company has or is pursuing fee simple, lease, and/or easement agreements. The Company’s interests in the Land may change due to the Article 10 Certificate or other siting considerations. A list of leasehold and easement interests and any fee simple interests owned by the Company will be provided to the Broome County IDA (the “Agency”) prior to closing of the straight-lease transaction with respect to the Project.

6. Purchase option(s).

See response to #5 above regarding potential future acquisition of real property interests for the Project.

8. Responsibility for payment of property taxes.

The Underlying Landowners will remain obligated to pay property taxes owed with respect to their land and improvements. The Company will be responsible for any property taxes and PILOT payments owed with respect to the Project Facility.

10. Variances and Special Permits.

No local variances or special permits are required pursuant to Public Service Law (“PSL”) Section 172.

17. Project Approval and Funding.

- Board on Electric Generation Siting and the Environment (the Siting Board)
- New York State Energy Research and Development Authority (NYSERDA)
- Town of Sanford
- Town of Windsor
- Broome County
- U.S. Army Corps of Engineers (USACOE)
- Federal Aviation Administration (FAA)
- State Historic Preservation Office (SHPO)
- U.S. Fish and Wildlife Service (USFWS)
- Public Service Commission

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Application for Financial Assistance to Broome County IDA

18. Involvement of Federal, State and Local Agencies.

Federal

The USACOE is charged with reviewing the Joint Application for Permit under Section 404 of the Clean Water Act, and issuing a permit under the Nationwide program if approved. The Project submitted a Joint Application to the USACOE and the Siting Board in March 2020 and has subsequently received detailed comments on the design of the facility. The Applicant expects to receive its permit from the USACOE by the end of 2020. The FAA must issue a Determination of No Hazard (DNH) for each turbine site prior to the start of construction. The FAA issued DNHs for the Project's turbine locations in July 2019. Finally, the Project will apply for an Incidental Take Permit from the US Fish & Wildlife Service.

State

As noted above, the Siting Board granted the Article 10 Certificate on December 16, 2019. NYSEERDA awarded a "Renewable Energy Credit" (REC) sale contract to the Project as part of NYSEERDA's 2017 Renewable Energy Standard Request for Proposals process. Coordination throughout the State permitting process with SHPO is also necessary to assess impacts on archaeological, cultural and historic resources and to propose mitigation for impact to these resources. Public Service Commission review is required under PSL Section 68 for the approval of the entity that will construct and operate the Project.

Local

The Company will work with the Town of Sanford and the Town of Windsor for review and compliance with the New York State electrical, building and fire codes. The Towns have signed a road use agreement and a host community agreement with the Applicant. Broome County also signed the host community agreement and road use agreement for the Project.

19. Project Site Work and Construction.

Physical work completed at the Project Site to date relates to installation of temporary meteorological towers to measure wind resource. In addition, geotechnical work has been completed to further understand site geography and inform design work. Design and environmental analysis to determine impact and disturbance was completed as part of the Article 10 Application and as part of the post-Certificate Compliance Filings. Engineering design updates are underway to further define required site clearance, preparation, and all construction work related to the Project Facility.

20. Expenditure in past 3 years.

In the past three years, the Company has expended millions of dollars on land rights acquisition, permitting, project development, and purchase of project equipment. Expenditure to date is in addition to the anticipated project cost of \$213 million.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

April 2019 Layout of Project Facility

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit B
List of Real Property Interests

[NOTE: The real property interests for the Project are being assembled as the Project progresses through development and permitting. A list of the real property interests will be provided to the Agency prior to closing of the straight-lease transaction with respect to the Project.]

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit C
Analysis of Financial Assistance

Current Property Taxes

The land and improvements owned by the Underlying Landowners will remain subject to property taxation during the term of the straight-lease transaction with the Agency. The Agency's real property tax exemption associated with the Project will extend to the Project Facility only.

Mortgage Recording Tax Exemption

The Project may be financed with debt that may be secured by a mortgage. Based on an estimated total Project cost of approximately \$213 million and a mortgage recording tax rate of 1.0%, the estimated mortgage recording tax exemption would be up to \$1.92 million, since any debt financing would likely require an equity contribution of at least ten percent (10%) of the total Project cost.

Sales Tax Exemption

Based on an estimated total Project cost of approximately \$213.1 million and a sales tax rate of 8.0%, the total potential sales tax exemption would be up to \$17 million. However, a significant portion of Project expenditures would also qualify for the production exemption from sales tax under New York Tax Law Sections 1115(a)(12) and 1105-B, the capital improvement exclusion under Tax Law Section 1101(b)(9), or not be subject to sales and use tax. Accordingly, for cost-benefit calculation purposes, the "benefit" of the Agency's sales tax exemption to the Company (and the corresponding "cost" of the sales tax exemption for the Agency), is up to \$8.8 million (based on 8.0% of \$110 million).

Real Property Tax Exemption

The Company executed a Host Community Agreement ("HCA") with the involved tax jurisdictions, in March 2020, which calls for an annual PILOT payment of \$1,900 per MW of installed capacity for the Project, a PILOT agreement term of 30 payment years (the "Term"), which is the useful life of the Project and generally consistent with the term of the Company's leases with underlying landowners, and annual PILOT payment escalation of two percent (2%). Based on an anticipated installed capacity of 121.8 MW, the annual PILOT payment would be \$231,420. On November 12, 2020, Applicant sent a letter, included as Exhibit H, detailing a revised proposal for a 20-year PILOT. A schedule of anticipated PILOT payments under the revised proposal is attached hereto.

Bluestone Wind, LLC
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A significant majority of the cost of the Project relates to equipment that constitutes movable machinery and equipment and should not be subject to real property taxation under New York law. Excluding those elements of the Project from the total Project cost and taking into account economic obsolescence, without Agency involvement the Company would anticipate a general *ad valorem* property tax burden of no more than \$1.01 million per year.²

Based on the proposed annual PILOT payment and the agreed annual HCA payment³ combined total of \$1,157,100 per year, the Project will result in total initial new revenue to the involved tax jurisdictions that exceeds the otherwise anticipated property tax burden per year.

Implications of Cost-Benefit Analysis

In the context of a Project that would be eligible for a PILOT Agreement under the RPTL Section 487 exemption, but where the Project has offered to create a significant revenue opportunity for the involved tax jurisdictions through PILOT and HCA payments, it is difficult to evaluate the relative “benefits” to the Company and “costs” for the Agency of the requested Financial Assistance. Such payments would significantly exceed potential sales tax and mortgage recording tax exemptions on the Project and, as stated previously, would significantly exceed the potential exemption from the otherwise anticipated property tax burden on the Project (if the RPTL 487 exemption and anticipated physical depreciation are taken into account).

However, the Financial Assistance would support construction of the Project because it would: (a) involve a longer PILOT term than is available for wind projects under RPTL Section 487, (b) secure necessary operating cost certainty for the Project over its useful life, and (c) create budgeting and revenue certainty for the host tax jurisdictions.

Non-financial Public Benefits of Project

The Project has and will create a long-term revenue stream for Underlying Landowners in the form of lease and easement agreement payments, while having minimal impact on pre-existing agricultural and forestry uses of involved land. Several public roads will be enhanced in the Project area per Road Use Agreements with the Town of Sanford, the Town of Windsor, and Broome County). While the host communities will benefit from significant new, stable and increasing HCA, PILOT, and fire district tax revenue from the Project, it will generate very little demand on municipal, school district, and fire district resources. In addition to construction and

² The anticipated property tax burden estimate is based on the assumptions that (a) Federal and State assistance would effectively fund 40% of the Project’s construction cost, resulting in a tangible asset value of \$127.8 million, and (b) at least 70% of that tangible asset value is attributable to non-taxable movable machinery and equipment, the “taxable value” of the Project is arguably \$38.36 million. Potential tax based on a \$38.36 million taxable value and the current combined effective full value tax rates for each anticipated turbine location would start at \$1.01 million and should decrease over the Term due to physical depreciation.

³ The HCA payment is \$7,600 per MW of installed capacity for the Project. Based on an anticipated installed capacity of 121.8 MW, the annual HCA payment will be \$925,680.

Bluestone Wind, LLC
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permanent jobs created by the Project, a sizeable portion of construction costs will be expended on local goods and services. Lastly, clean, renewable energy generated by the Project is expected to off-set approximately 72,829 short tons of carbon dioxide (CO₂) emissions annually from conventional power plants on an annual basis.⁴

⁴ See Exhibit 9 to the Article 10 Application.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Illustrative PILOT Payment Schedule⁵

PILOT Payment Year	Payment Rate (\$ / MW)	Assumed Installed Capacity (MW)	PILOT Payment (\$)
1	1,900	121.8	231,420
2	1,938	121.8	236,048
3	1,977	121.8	240,769
4	2,016	121.8	245,585
5	2,057	121.8	250,496
6	2,098	121.8	255,506
7	2,140	121.8	260,617
8	2,183	121.8	265,829
9	2,226	121.8	271,145
10	2,271	121.8	276,568
11	2,316	121.8	282,100
12	2,362	121.8	287,742
13	2,410	121.8	293,497
14	2,458	121.8	299,366
15	2,507	121.8	305,354
16	2,557	121.8	311,461
17	2,608	121.8	317,690
18	2,660	121.8	324,044
19	2,714	121.8	330,525
20	2,768	121.8	337,135

⁵ This schedule is for purposes of illustration only and does not create a Company payment obligation. PILOT payments would commence when real property taxes would otherwise be owed with respect to the Project following commencement of commercial operation.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit D
Miscellaneous

Other Professionals

Environmental Design & Research,
Landscape Architecture, Engineering & Environmental Services, D.P.C.
41 State Street, Suite 401
Albany, NY 12207

Fisher Associates
Survey
180 Charlotte Street
Rochester, NY 14607

Westwood
Civil Design and Engineering Services
2740 North Dallas Parkway, #280
Plano, TX 75093

Anticipated Employment

At the time of its submission to the Siting Board of the Article 10 Application, the Company estimated that construction of the Project would create up to one hundred fifty (150) construction jobs at the peak of the construction period, and that operation and maintenance of the Project Facility would create up to seven (7) permanent jobs. The Applicant anticipates the Facility creating at least four (4) permanent jobs in the three years following commencement of commercial operations, as described below. More information regarding anticipated direct job creation and jobs and economic activity induced by the Project is set forth in Exhibit E of this Application and in Exhibit 27 to and the accompanying Socioeconomic Benefit Report submitted with the Article 10 Application.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit E
Projected Job Creation and Salary Information

Projected Construction Employment Benefits

As part of its bid to NYSERDA, the Company estimated the Incremental Economic Benefits that would be created during construction of the Project Facility and through the first three years of its operation.

The Company does not currently employ construction workers. However, based on the NYSERDA bid analysis, construction of the Project Facility is anticipated to generate about sixty-eight (68) construction- and interconnection-related jobs on average, with a peak of up to one hundred fifty (150) jobs. It is anticipated that total compensation for these jobs will be up to \$5,000,000. Based on those estimates, the annualized average salary per construction job would be \$74,000. Details regarding the types of construction jobs on site, and compensation (below or above \$40,000) would be determined by the Engineering, Procurement and Construction contractor, and is not available to the Company at this time.

In addition, it is anticipated that construction of the Project Facility will create at minimum five (5), but is anticipate to create up to seven (7), engineering and professional services jobs, with anticipated total compensation of up to \$500,000. Thus, based on those estimates, the annualized average salary for those types of jobs would be approximately \$71,500.

Projected Operations Employment Benefits

During operations, it is anticipated that the Project will create a need for the equivalent of at least four (4) permanent full-time jobs with anticipated total compensation of up to \$344,000, or annualized average salary of \$86,000. It is anticipated that two will be permanent employees of Bluestone Wind LLC and two will be permanent, full-time employees of the wind turbine supplier, based at the project.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit F
Code of Conduct Disclosure List

Attached is a copy of the Code of Conduct Disclosure List submitted by the Company to the Siting Board in connection with the Article 10 Application.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit G
Agency Fee Payment Schedule

Applicant has agreed to the following payment schedule for the Agency Fee, as referenced in Section 4, Part H of the Application.

- \$100,000 due at transaction closing
- \$150,000 due prior to the start of construction, defined as the pouring of the first wind turbine foundation.
- 1% of the Project Cost, less \$250,000, paid in equal installments over 20 years. The first of these payments is due on the anniversary of the start of construction and paid annually thereafter.

Bluestone Wind, LLC
Application for Financial Assistance to Broome County IDA

Exhibit H
Revised PILOT Proposal

Applicant's letter to Stacey Duncan, Executive Director of The Agency, dated November 12, 2020 and revised to fix a typo on December 9, 2020.